

27 October 2025

Dear Shareholder,

ANNUAL GENERAL MEETING – NOTICE AND PROXY FORM

Notice is hereby given that this year's Annual General Meeting ('Meeting') of Shareholders of Ovanti Limited ('Company') will be held at Level 14, 60 Martin Place, Sydney NSW 2000 at 3:30pm (AEDT) on Thursday, 27 November 2025.

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 3:30pm (AEDT) on Tuesday 25 November 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

(b) lodging questions in advance of the Meeting by emailing the questions to the Company's registry (via meetings@automicgroup.com.au), by no later than 20 November 2025.

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/>.

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OVANTI LIMITED (ASX: OVT)

(ACN 091 192 871)

Website: www.ovanti.com

Email: enquiries@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 Secretary via its share registry by emailing 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

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OVANTI LIMITED

ACN 091 192 871

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 3:30pm (AEDT)

DATE: Thursday, 27 November 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 (AEDT) on Tuesday, 25 November 2025.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2025 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as a **non-binding resolution**:

"That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report of the financial year ended 30 June 2025"

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company

3. RESOLUTION 2: RE-ELECTION OF A DIRECTOR – DALER FAYZIEV

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

"That, for the purposes of clause 15.2 of the Constitution, Listing Rule 14.5 and for all other purposes, Daler Fayziev, a Director, retires by rotation, and being eligible, is re-elected as a Director."

4. RESOLUTION 3: ELECTION OF A DIRECTOR – RICHARD GORDON

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

"That Richard Gordon, who was appointed as an additional Director under clause 15.4 of the Constitution and Listing Rule 14.4 and, being eligible, offers himself for re-election, is re-elected as a Director."

5. RESOLUTION 4: RATIFY PRIOR ISSUE OF TRANCHE 1 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, the issue of 599,230,769 Shares under a placement to Sophisticated or Professional Investors on the terms and conditions set out in the Explanatory Statement."

6. RESOLUTION 5: RATIFY PRIOR ISSUE OF TRANCHE 1 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, the issue of 170,000,000 Shares under a placement to Sophisticated or

Professional Investors on the terms and conditions set out in the Explanatory Statement."

7. RESOLUTION 6: APPROVAL FOR RELATED PARTY PARTICIPATION IN TRANCHE 2 PLACEMENT – DALER FAYZIEV

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 10.11 and for all other purposes, approval is given for the Company to issue 461,538,461 Shares to the nominee of Finran (an entity controlled by Daler Fayziev) on the terms and conditions set out in the Explanatory Statement."

8. RESOLUTION 7: RATIFY PRIOR ISSUE OF JOINT 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 Listing Rule 7.4 and for all other purposes, the issue of 60,000,000 Options to the Joint Lead Managers be ratified, on the terms and conditions set out in the Explanatory Statement."

9. RESOLUTION 8: APPROVAL OF 7.1A MANDATE

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

"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement."

10. RESOLUTION 9: 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 Listing Rule 7.1A and for 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 Prohibition Statement:

Resolution 1 – Adoption of Remuneration Report

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or

	<p>(b) a Closely Related Party of such a member.</p> <p>However, a person (the voter) described above may cast a vote on this resolution as a proxy if the vote is not cast on behalf of a person described above and either:</p> <p>(a) the voter is appointed as a proxy by way of writing that specifies the way the proxy is to vote on this Resolution; or</p> <p>(b) the voter is the Chair and the appointment of the Chair as proxy:</p> <p>(i) does not specify the way the proxy is to vote on this Resolution; and</p> <p>(ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.</p>
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Voting Exclusion Statements:

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution set out below by or on behalf of the following persons:

Resolution 4 – Ratify prior issue of Tranche 1 Placement Shares	any votes in favour of this Resolution 4 by or on behalf of any person who participated in, or who will obtain a material benefit as a result of, the issue being approved (except a benefit solely by reason of being a holder of ordinary securities in the Company); or any associates of that person.
Resolution 5 – Ratify prior issue of Tranche 1 Placement Shares	any votes in favour of this Resolution 5 by or on behalf of any person who participated in, or who will obtain a material benefit as a result of, the issue being approved (except a benefit solely by reason of being a holder of ordinary securities in the Company); or any associates of that person.
Resolution 6 – Approval for Related Party Participating in Tranche 2 Placement	Mr Daler Fayziev and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or any associates of that person.
Resolution 7 – Ratify prior issue of Joint Lead Manager Options	any votes in favour of this Resolution 6 by or on behalf of any person who participated in, or who will obtain a material benefit as a result of, the issue being approved (namely the Joint Lead Managers) (except a benefit solely by reason of being a holder of ordinary securities in the Company); or any associates of that person or those persons.
Resolution 8 – Approval of 7.1A Mandate	any 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 entity); or any associates of that person.
Resolution 9 - Approval to issue shares under future placement	any 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 the 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; or
- (b) the Chair of the Meeting 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 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 communication to the holder 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 holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Under ASX Listing Rule 14.11.1 and the notes under that rule about ASX Listing Rule 7.1A, as at the date of this Notice of Meeting it is not known who may participate in the proposed issue (if any). On that basis, no Shareholders are currently excluded from voting.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out in 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 two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware 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.

Voting in person

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

Should you wish to discuss the matters in this Notice, please do not hesitate to contact the Company Secretary via the Company's share registry by emailing meetings@automicgroup.com.au.

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EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include a receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2025 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.ovanti.com.

2. RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

2.1 Background

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report to be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.

3. RESOLUTION 2: RE-ELECTION OF A DIRECTOR – DALER FAYZIEV

3.1 Background

Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Mr Daler Fayziev, who has held office since 12 December 2023 and became an executive director and executive chairman from 26 November 2024 and being eligible retires by rotation and seeks re-election.

Further information in relation to Mr Daler Fayziev is set out below:

Qualifications, experience and other material directorships	<p>With over two decades of experience in investment management and finance, Mr Fayziev has an established record of delivering sustainable growth and profitability across a range of industries. He is multilingual and holds an Executive MBA, enhancing his leadership, strategic management, and governance capabilities.</p> <p>Mr Fayziev's expertise encompasses the strategic selection, evaluation and management of investment funds. He applies a deep understanding of financial markets and utilises advanced analytical methods to assess investment opportunities, manage risk, and optimise returns. He has extensive experience in constructing diversified portfolios aligned with specific risk profiles and investment objectives.</p> <p>Beyond his investment background, Mr Fayziev has broad experience in business development, corporate strategy and cross-border operations. He has been responsible for formulating and implementing business plans that enhance operational efficiency and drive profitability. He is skilled in identifying new market opportunities and establishing strategic partnerships that support long-term organisational growth.</p> <p>His ability to translate strategic objectives into actionable initiatives ensures disciplined execution and consistent results. Mr Fayziev's clear communication style, results-oriented leadership, and cross-cultural fluency have enabled him to build enduring relationships with stakeholders across multiple jurisdictions, contributing to effective governance and international business development.</p> <p>Mr Fayziev is a director of substantial holder, Finran Pty Limited and Finran Capital Management Ltd.</p>
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Term of office	Mr Fayziev has served as a Director since 12 December 2023.
Independence	If re-elected, the Board considers that Mr Fayziev won't be an independent Director due to his executive role in the Company and his role as a director of a substantial holder, Finran Pty Limited and Finran Capital Management Ltd.
Board recommendation	Having received an acknowledgement from Mr Fayziev that he will have sufficient time to fulfill his responsibilities as a Director and having reviewed the performance of Mr Fayziev since his appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr Fayziev) recommend that Shareholders vote in favour of this Resolution.

3.2 Technical information required by Listing 14.1A

If this Resolution is passed, Mr Fayziev will be re-elected to the Board as an executive Director.

If this Resolution is not passed, Mr Fayziev will not continue in his role as an executive Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

4. RESOLUTION 3: ELECTION OF DIRECTOR - RICHARD GORDON

4.1 Background

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and Listing Rule 14.4, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Richard Gordon, having been appointed by other Directors on 20 December 2024 in accordance with the Constitution, will retire in accordance with the Constitution and Listing Rule 14.4 and being eligible, seeks election from Shareholders.

Further information in relation to Mr Richard Gordon is set out below:

Qualifications, experience and other material directorships	<p>Mr. Gordon is a pragmatic, confident and innovative leader with the ability to adapt and apply decades of valued knowledge from experience gained across a diversity of roles.</p> <p>Mr. Gordon's experience as an executive across various sectors and industries has given him the ability to build rapport easily with both clients and colleagues, ensuring</p>
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	<p>compliance by adhering to company policies and procedures, modelling company framework and demonstrating exemplary standards in agreement with regulatory requirements.</p> <p>Mr Gordon is the Chairman and CEO of Bridge SaaS Limited (ASX:BGE). Mr Gordon is also currently the Group Customer Service Manager at National Tyre and Wheel and was previously the Manager of Sales and Operations at Edge Energy Services and the Chief Operating Officer at Power Choice Energy. Mr. Gordon has developed an unwavering level of service and dedication to his career and has successfully managed branch, state and national businesses in sales and marketing, energy solutions, operations, and logistics.</p>
Term of office	Mr Gordon has served as a Director since 20 December 2024.
Independence	If re-elected, the Board considers that Mr Gordon will be an independent Director.
Board recommendation	Having received an acknowledgement from Mr Gordon that they will have sufficient time to fulfill their responsibilities as a Director and having reviewed the performance of Mr Gordon since his appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr Gordon) recommend that Shareholders vote in favour of this Resolution.

4.2 Technical information required by Listing Rule 14.1A

If Resolution 4 is passed, Mr Gordon will be re-elected to the Board as a non-executive Director.

If the Resolution is not passed, Mr Gordon will not continue in his role as a non-executive Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

5. RESOLUTION 4 AND 5: RATIFY PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES

5.1 Placement

As announced on 8 October 2025, the Company advised that it has successfully received firm commitments from institutional, professional and sophisticated investors for a placement of 1,230,769,230 Shares (**Placement Shares**) to raise \$8 million, at \$0.0065 per Share (**Placement**). The Placement comprises of two tranches as follows:

- **Tranche 1 Placement** (\$5 million): 769,230,769 Shares to non-related institutional, professional and sophisticated investors (**Tranche 1 Placement Shares**); and
 - **Tranche 2 Placement** (\$3 million): 461,538,461 Shares to be issued to Finran Special Opportunities Fund (a fund operated by Finran). Mr Daler Fayziev,
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an executive chairman and director of Ovanti, controls Finran. Mr Fayziev, through the Finran Special Opportunities Fund that he controls has subscribed for \$3 million under the Placement, representing 461,538,461 Shares (**Tranche 2 Placement Shares**). As Mr Fayziev is a related party, the issue of the Tranche 2 Placement Shares shall be subject to approval by Shareholders.

Under the Tranche 1 Placement, 599,230,769 Tranche 1 Placement Shares were issued under the Company's 15% Placement Capacity (the subject of Resolution 4) and 170,000,000 Tranche 1 Placement Shares were issued under the Company's 10% Placement Capacity (the subject of Resolution 5). Accordingly, the Company is now seeking Shareholder ratification of the issue of Tranche 1 Placement Shares issued under the Company's 15% Placement Capacity (being the 599,230,769 Tranche 1 Placement Shares issued) and Placement Shares issued under the Company's 10% Placement Capacity (being the 170,000,000 Tranche 1 Placement Shares issued) for the purposes of Listing Rule 7.4 and for all other purposes.

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

5.2 Approval sought for the purposes of ASX Listing Rule 7.4

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 Shares it had on issue at the start of that period (**15% Placement Capacity**).

Under Listing Rule 7.1A however, an eligible entity can seek approval from its members by way of a special resolution passed at its annual general meeting, to increase the 15% Placement Capacity by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 27 November 2024.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses part of the 25% limit in Listing Rule 7.1 and 7.1A, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12-month period following the date of issue.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

5.3 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the issue will be excluded in calculating the Company's combined 25% limit in Listing Rule 7.1 and 7.1A, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the date of the issue.

If these Resolutions are not passed, the issue will be included in calculating the Company's combined 25% limit in Listing Rule 7.1 and 7.1A, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the date of the issue.

5.4 Technical 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 Tranche 1 Placement Shares:

Person to whom the Securities were issued	the Tranche 1 Placement Shares were issued to Sophisticated or Professional Investors who are not related parties of the Company.
Number and class of Securities issued	Under the Tranche 1 Placement Shares, the Company issued 769,230,769 Shares as follows: (a) 599,230,769 Shares under the Company's 15% Placement Capacity; and (b) 170,000,000 Shares under the Company's 10% Additional Placement Capacity.
Date of issue	14 October 2025.
Price or consideration received	each Placement Share was issued for \$0.0065 per Share, raising \$5,000,000 under the Tranche 1 Placement.
Purpose of the issue	funds raised under the Placement will be utilised to fund the new strategic partnerships involving the U.S BNPL business of Ovanti and the ongoing operation and expansion of the U.S BNPL business, including funding for further strategic partnerships and merchant agreements, as well as working capital, legal expenses and costs of the offer.
Voting exclusion statement	a voting exclusion statement for Resolution 4 and 5 is included in the Notice preceding this Explanatory Statement.

5.5 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 4 and Resolution 5.

6. RESOLUTION 6: APPROVAL FOR RELATED PARTY PARTICIPATION IN TRANCHE 2 PLACEMENT – DALER FAYZIEV

6.1 Background

Resolution 6 seeks Shareholder approval, for the purposes of Listing Rule 10.11, for the issue of 461,538,461 Placement Shares under the Tranche 2 Placement to Finran Special Opportunities Fund (or its nominee), a fund controlled by Mr Daler Fayziev, the Executive Chairman and Director of the Company. The approval will enable the Finran Special Opportunities Fund (or its nominee) to subscribe for the entire Tranche 2 Placement on the same terms as the unrelated investors who participated in the Tranche 1 Placement (**Participation**).

The Tranche 2 Placement comprises 461,538,461 Shares at an issue price of \$0.0065 per Share, to raise approximately \$3 million.

6.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The Participation will constitute giving a financial benefit and the proposed recipient is a related party of the Company by virtue of being a Director and executive Chairman.

The Directors (other than Mr Fayziev who has a material personal interest in Resolution 6) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 6 because the Securities will be issued to Finran Special Opportunities Fund (or its nominee), a fund controlled by Mr Daler Fayziev, on the same terms as Securities offered to unrelated participants in the Tranche 1 Placement and as such the giving of the financial benefit is on arm's length terms.

6.3 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

10.11.1 a related party;

10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;

10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;

10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or

10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

Unless it obtains the approval of its shareholders.

The Participation falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

6.4 Technical information required by Listing Rule 14.1A

If Resolution 6 is passed, the Company will be able to proceed with the issue of the Tranche 2 Placement Shares within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% Placement Capacity.

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of the Tranche 2 Placement Shares and, as a result, will not be able to raise the \$3 million intended under the Tranche 2 Placement. In that circumstance, the Company may need to seek alternative funding arrangements to support its ongoing operations and growth plans.

6.5 Technical information required by Listing Rule 10.13

Required Information	Details
Name of the persons to whom Securities will be issued	The proposed recipients of the Securities are set out in section 6.1 of the Explanatory Statement above.
Categorisation under Listing Rule 10.11	The proposed recipient falls within the category set out in Listing Rule 10.11.1 as Mr Daler Fayziev is a Director and the executive chairman of Ovanti, and the proposed recipient, Finran Special Opportunities Fund (or its nominee), is a fund controlled by Mr Daler Fayziev.
Number of Securities and class to be issued	The maximum number of Securities to be issued (being the nature of the financial benefit proposed to be given) is 461,538,461 Placement Shares.
Terms of Securities	The Placement Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Securities no later than one month after the date of the Meeting (or such later date to the extent permitted by an ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	\$0.0065 per Placement Share, being the same price as Placement Shares issued to unrelated placement participants under the Tranche 1 Placement.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to section 5.4 of the Explanatory Statement for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Placement Shares under the Participation are not being issued under an agreement.

Voting exclusion statements

a voting exclusion statement for Resolution 6 is included in the Notice preceding this Explanatory Statement.

7. RESOLUTION 7: RATIFY PRIOR ISSUE OF JOINT LEAD MANAGER OPTIONS
7.1 Background

Pursuant to the Company's ongoing capital raising mandate with Clee Capital (**Lead Manager Mandate**), Clee Capital subordinated part of the capital raising responsibilities to Evolution Capital (together the **Joint Lead Managers**) to act as lead managers to the Placement.

Refer to section 5.1 of the Explanatory Statement for further background information on the Placement.

As part of the consideration for the services performed by the Joint Lead Managers, the Company issued a total of 60,000,000 Options (**Joint Lead Manager Options**), 40,000,000 Options to Evolution Capital (or its nominees) and 20,000,000 Options to Clee Capital (or its nominees) under the available capacity of the Company's 15% Placement Capacity.

7.2 Approval sought for the purposes of ASX Listing Rule 7.4

A summary of Listing Rule 7.1 and 7.4 is set out in section 5.2 of the Explanatory Statement.

The issue of the Joint Lead Manager Options does not fit within any of the exceptions to the Listing Rule 7.1 and it has not yet been approved by the Company's Shareholders. Accordingly, the Company is now seeking Shareholder ratification of the issue of the Joint Lead Manager Options for the purposes of Listing Rule 7.4 and for all other purposes.

7.3 Technical information required by Listing Rule 14.1A

If Resolution 7 is passed, the Joint Lead Manager Options 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 7 is not passed, the Placement Shares 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.

7.4 Technical 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 Tranche 1 Placement Shares:

Person to whom the Securities were issued

Evolution Capital and Clee Capital.

Number and class of Securities issued	60,000,000 Options (40,000,000 Options to Evolution Capital and 20,000,000 Options to Clee Capital)
Terms of Securities	the Joint Lead Manager Options will be issued on the terms and conditions set out in Schedule 1.
Date of issue	15 October 2025
Price or consideration received	the Joint Lead Manager Options were issued at a nil issue price, in consideration for services provided by the Joint Lead Managers in connection with the Placement.
Purpose of the issue	the purpose of the issue of the Joint Lead Manager Options is to satisfy part of the consideration payable to the Joint Lead Managers.
Summary of material terms of agreement to issue	<p>the Joint Lead Manager Options will be issued pursuant to the terms of the agreement for the Placement detailed in section 5.1 of the Explanatory Statement. The key terms are summarised below:</p> <p>(a) The Joint Lead Managers jointly serve as lead managers 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 Joint Lead Managers are to be issued the Joint Lead Manager Options.</p>
Voting exclusion statement	a voting exclusion statement for Resolution 7 is included in the Notice preceding this Explanatory Statement.

7.5 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 7.

8. RESOLUTION 8: APPROVAL OF 7.1A MANDATE

8.1 Background

This Resolution seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

Under Listing Rule 7.1A, an Eligible Entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**). The Company is an Eligible Entity.

8.2 Technical information required by Listing Rule 14.1A

For this Resolution to be passed, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be cast in favour of the Resolution.

If this Resolution is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval

under Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

8.3 Technical information required by Listing Rule 7.3A

REQUIRED INFORMATION	DETAILS
Period for which the 7.1A Mandate is valid	<p>The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:</p> <ul style="list-style-type: none"> (a) the date that is 12 months after the date of this Meeting; (b) the time and date of the Company's next annual general meeting; and (c) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature and scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).
Minimum price	<p>Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades that class were recorded immediately before:</p> <ul style="list-style-type: none"> (a) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or (b) if the Equity Securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the Equity Securities are issued.
Use of funds	<p>The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate towards advancing the Company's existing operations; business development, promotion and marketing services; an acquisition of new assets or investments or business opportunities (including expenses associated with such acquisition or opportunity); costs of litigations; repayment of debt and providing general working capital to fund the Company's operations and costs of potential capital raisings.</p>
Risk of economic and voting dilution	<p>Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any shares under the issue.</p> <p>If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.</p> <p>The table below shows the dilution of Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the</p>

basis of the closing market price of Shares and the number of Equity Securities on issue or proposed to be issued as at 16 October 2025.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.

		Dilution			
Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	Issue Price		
			\$0.003	\$0.006	\$0.009
			50% decrease	Issue Price	50% increase
			Funds Raised		
Current	5,515,789,649	551,578,965	\$1,654,737	\$3,309,474	\$4,964,211
50% increase	8,273,684,474	827,368,447	\$2,482,105	\$4,964,211	\$7,446,316
100% increase	11,031,579,298	1,103,157,930	\$3,309,474	\$6,618,948	\$9,928,421

* The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rate rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. There are currently 5,515,789,649 Shares on issue as at the date of this Notice.
2. The issue price set out above is the closing market price of the Shares on the ASX on 16 October 2025 (being \$0.006) (**Issue Price**). The Issue Price at a 50% increase and 50% decrease are each rounded to three decimal places prior to the calculation of the funds raised.
3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
5. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should

	<p>consider the dilution caused to their own shareholding depending on their specific circumstances.</p> <p>7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.</p> <p>8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.</p> <p>9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.</p> <p>Shareholders should note that there is risk that:</p> <p>(a) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and</p> <p>(b) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.</p>
Allocation policy under 7.1A Mandate	<p>The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.</p> <p>The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:</p> <p>(a) the purpose of the issue;</p> <p>(b) alternative methods for raising funds available to the Company at the time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;</p> <p>(c) the effect of the issue of the Equity Securities on the control of the Company;</p> <p>(d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;</p> <p>(e) prevailing market conditions; and</p> <p>(f) advice from corporate, financial and broking advisers (if applicable).</p>
Previous approval under Listing Rule 7.1A.2	<p>The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 27 November 2024 (Previous Approval).</p> <p>During the 12-month period preceding the date of the Meeting, being on and from 27 November 2024, the Company issued 403,139,559 Shares pursuant to the Previous Approval (Previous Issues), which represent approximately 19.18% of the total diluted</p>

number of Equity Securities on issue in the Company on 27 November 2024, which was 2,100,970,593.

Further details of the issues of Equity Securities by the Company pursuant to Listing Rule 7.1A.2 during the 12 month period preceding the date of the Meeting are set out below.

The following information is provided in accordance with the Listing Rule 7.3A.6(b) in respect of the Previous Issues:

Date of Issue and Appendix 2A	Date of Issue: 12 March 2025 Date of Appendix 2A: 12 March 2025
Number and Class of Equity Securities Issued	233,139,559 ²
Issue Price and discount to Market Price ¹ (if any)	\$0.00655 per Share (a 6.64% discount to Market Price of \$0.007).
Recipients	Professional and Sophisticated investors through a bookbuild process, which involved Cleo Capital seeking expressions of interests to participate in the capital raising from non-related parties of the Company.
Total Cash Consideration and Use of Funds	Amount raised: \$1,527,064 Amount spent: \$1,527,064 Use of funds³: To fund the financial consideration for the Licence Agreement entered into between BNPLPay Protocol and the Company, as announced on the ASX on 12 March 2025.

Date of Issue and Appendix 2A	Date of Issue: 14 October 2025 Date of Appendix 2A: 14 October 2025
Number and Class of Equity Securities Issued	170,000,000 ²
Issue Price and discount to Market Price ¹ (if any)	\$0.0065 per Share (a 7.69% discount to Market Price of \$0.007).
Recipients	Professional and Sophisticated investors through a bookbuild process, which involved Evolution Capital and Cleo Capital seeking expressions of interests to participate

		in the capital raising from non-related parties of the Company.
	Total Cash Consideration and Use of Funds	<p>Amount raised: \$1,105,000</p> <p>Amount spent: \$0</p> <p>Use of funds³: To fund new strategic partnerships involving the US BNPL business of Ovanti and the ongoing operations and expansion of the US BNPL business, including funding for further strategic partnerships and merchant agreements as well as working capital and legal expenses.</p>
<p>Notes:</p> <ol style="list-style-type: none"> 1. Market Price means the closing price of Shares on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities. 2. Fully paid ordinary shares in the capital of the Company, ASX Code: OVT (terms are set out in the Constitution). 3. This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis. 		
Voting exclusion statement	As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.	

9. RESOLUTION 9: APPROVAL TO ISSUE SHARES UNDER FUTURE PLACEMENT

9.1 Background

The Company wishes to offer 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 the ongoing litigation matters; the US BNPL operations; business development, promotion and marketing costs, general working capital purposes and to fund the costs of the Placement.

9.2 Approval sought for the purposes of ASX Listing Rule 7.1

Resolution 9 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.

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 7.1 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 this Resolution 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 Rule 7.1.

If this Resolution 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.

9.3 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 the ongoing litigation matters; the US BNPL operations; business development, promotion and marketing costs,

	general working capital purposes and to fund the costs of the Placement.
Voting exclusion statement	a voting exclusion statement for Resolution 9 applies and is included in the Notice preceding this Explanatory Statement.

9.4 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 \$0.003, \$0.006 and \$0.012 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
\$0.003	1,666,666,667	5,515,789,649	23%
\$0.006	833,333,333	5,515,789,649	13%
\$0.009	555,555,556	5,515,789,649	9%

Notes:

1. Rounded to the nearest whole number.
2. There are currently 5,515,789,649 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 9 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.

9.5 Board recommendation

The Board recommends that the Shareholders vote in favour of Resolution 9.

GLOSSARY

\$ means Australian dollars.

7.1A Mandate has the meaning given in section 5.1 of the Explanatory Statement.

15% Placement Capacity has the meaning given to that term in section 5.2 of the Explanatory Statement.

AEDT means Australian Eastern Daylight Saving Time as observed in Sydney, New South Wales.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

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).

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

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.

Eligible Entity means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less

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.

Evolution Capital means Evolution Capital Pty Ltd (ACN 652 397 263).

Explanatory Statement means the explanatory statement accompanying the Notice.

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

Finran means the Special Opportunities Fund controlled by Finran Pty Limited.

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.

Joint Lead Managers has the meaning given to that term in section 7.1 of the Explanatory Statement.

Joint Lead Manager Options has the meaning given to that term in section 7.1 of the Explanatory Statement.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the Listing Rules of ASX.

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

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

Participation has the meaning given to it under section 6.1 of the Explanatory Statement.

Placement has the meaning given to it under section 5.1 of the Explanatory Statement.

Placement Shares has the meaning given to it under section 5.1 of the Explanatory Statement.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2025.

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 ASX Listing Rules.

Share means a fully paid ordinary share in the Company.

Shareholder means a holder of a Share.

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

Tranche 1 Placement has the meaning given to it under section 5.1 of the Explanatory Statement.

Tranche 2 Placement has the meaning given to it under section 5.1 of the Explanatory Statement.

Tranche 1 Placement Shares means the Shares issued pursuant to the Tranche 1 Placement.

Tranche 2 Placement Shares means the Shares to be issued pursuant to the Tranche 2 Placement.

Schedule 1

Terms and Conditions of Joint 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 \$0.013 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (Sydney time) 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.



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 **3:30pm (AEDT) on Tuesday, 25 November 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:

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IN PERSON:

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