



## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

### **FINDI LIMITED ACN 057 335 672**

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

**DATE:** Monday, 20 April 2026

**FORMAT:** To be held **virtually**

#### **Important notice**

This Notice should be read in conjunction with the Explanatory Memorandum. The Explanatory Memorandum contains important information about the matters to be considered at the Extraordinary General Meeting of Findi Limited to assist Shareholders to determine how to vote on the Resolutions set out in this Notice.

Should you wish to discuss any of the matters detailed in this Notice, please do not hesitate to contact the Company Secretary at [findicosec@cdplus.com.au](mailto:findicosec@cdplus.com.au).

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## Notice of Extraordinary General Meeting of Shareholders of Findi Limited

Notice is given that an extraordinary general meeting of Shareholders of Findi Limited ACN 057 335 672 (**Findi** or the **Company**) will be held:

- on **Monday, 20 April 2026** at 10:00am (AEST)
- to be streamed live for Shareholders to view and participate.

Please see Important Information section below for details.

### Important Information

#### 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 at 7:00pm AEST on 18 April 2026.

#### Voting by proxy or online prior to Meeting

The Meeting will be streamed live via webcast for Shareholders to view the Meeting and Shareholders attending online will be able to vote in real time and ask Directors questions online.

The Company urges all Shareholders to please utilise the online facilities offered.

To vote by proxy prior to the Meeting, you will need to appoint a proxy and either direct the proxy how to vote on each Resolution or allow the proxy to exercise their discretion in voting your shares.

Proxies will be able to:

- attend the Meeting in person, vote in accordance with their proxy instructions and ask Directors questions in person; or
- view the live webcast of the Meeting, vote online in real time in accordance with their proxy instructions and ask Directors questions online.

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

- each Shareholder has a right to appoint a proxy; and
- 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 Shareholders' votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

### Proxy vote if appointment specifies way to vote

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

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the Resolution, the proxy must not vote on a show of hands; and
- if the proxy is the Chair, 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 the Meeting; and
- the appointed proxy is not the Chair; and
- at the Meeting, a poll is duly demanded on the Resolution; and
- either of the following applies:
  - the proxy is not recorded as attending the Meeting; or
  - the proxy does not vote on the Resolution,

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

### **Attending the Meeting**

Shareholders attending the Meeting virtually will be able to ask questions and the Company has made provisions for Shareholders who register their attendance before the start of the Meeting to also cast their votes on the proposed resolutions at the Meeting.

The virtual meeting can be attended using the following details:

**When:** Monday, 20 April 2026 at 10:00am AEST

**Topic:** Findi Limited – Extraordinary General Meeting

**Registration link:** [https://cdandco.zoom.us/webinar/register/WN\\_ozdRJysoRkmKoiUwwQIRMw](https://cdandco.zoom.us/webinar/register/WN_ozdRJysoRkmKoiUwwQIRMw)

To attend the Meeting, attendees must register their attendance via the above registration link in order to receive the link to the virtual meeting. To vote at the Meeting, Shareholders must provide their exact shareholder registration details where requested in the online registration form (link above) to enable the Company to identify your holding on the members register. To the extent that a Shareholder provides incorrect or incomplete registration details in the online registration form, the Company may not be able to recognise votes cast at the Meeting by that Shareholder.

### **Corporate representatives**

A Shareholder that is a body corporate may appoint an individual to act as its representative at the Meeting by providing a duly executed certificate of appointment of corporate representative (**Certificate**). Unless otherwise specified in the Certificate, the representative may exercise all or any of the powers that the body corporate may exercise at the Meeting or in voting on a Resolution. A Certificate is available upon request from the Share Registry.

Appointments must be lodged in advance of the Meeting with the Company's Share Registry.

# BUSINESS OF THE EXTRAORDINARY GENERAL MEETING

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## 1. RESOLUTION 1 – RATIFICATION OF ISSUE OF OPTIONS UNDER ASX LISTING RULE 7.4

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 7.4 and for all other purposes, Shareholders ratify the issue of 2,235,295 Options to professional and sophisticated investors on the terms and conditions as set out in the Explanatory Memorandum.”*

A voting exclusion statement is set out in the table below. The Chair intends to vote all undirected proxies in favour of this Resolution.

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## 2. RESOLUTION 2 – RATIFICATION OF ISSUE OF TRANCHE 1 PLACEMENT SHARES UNDER ASX LISTING RULE 7.4

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 7.4 and for all other purposes, Shareholders ratify the issue of 13,683,113 Shares to institutional and sophisticated investors on the terms and conditions as set out in the Explanatory Memorandum.”*

A voting exclusion statement is set out in the table below. The Chair intends to vote all undirected proxies in favour of this Resolution.

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## 3. RESOLUTION 3 – APPROVAL OF ISSUE OF TRANCHE 2 PLACEMENT SHARES UNDER ASX LISTING RULE 7.1

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, the Shareholders of the Company approve the issue and allotment of 21,325,996 Shares pursuant to the Placement on the terms and conditions set out in the Explanatory Memorandum.”*

A voting exclusion statement is set out in the table below. The Chair intends to vote all undirected proxies in favour of this Resolution.

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## 4. RESOLUTION 4 – APPROVAL OF ISSUE OF TAURUS CAPITAL OPTIONS UNDER ASX LISTING RULE 7.1

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, the Shareholders of the Company approve the issue and allotment of 3,000,000 Options to Taurus Capital Group Pty Ltd on the terms and conditions set out in the Explanatory Memorandum.”*

A voting exclusion statement is set out in the table below. The Chair intends to vote all undirected proxies in favour of this Resolution.

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## 5. RESOLUTION 5 – APPROVAL OF ISSUE OF PLACEMENT SHARES TO NICHOLAS SMEDLEY, CHAIRMAN OF THE COMPANY

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 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 720,000 fully paid ordinary shares to Nicholas Smedley, Chairman of the Company, (or his Associate) on the terms and conditions as set out in the Explanatory Memorandum.”*

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A voting exclusion statement is set out in the table below. The Chair intends to vote all undirected proxies in favour of this Resolution.

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**6. OTHER BUSINESS**

To transact any other business which may legally be brought before the Meeting.

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Dated: 18 March 2026

By order of the Board

Shelby Coleman  
**Company Secretary**

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## Voting exclusions and prohibitions

The table below sets out voting exclusion and prohibition statements applicable to each Resolution.

Resolution(s)	Voting exclusion statement (as required under the ASX Listing Rules)	Voting prohibition (as required under the Corporations Act)
Resolutions 1 and 2	<p>The Company will disregard any votes cast in favour of any of these Resolutions by, or on behalf of, any person who participated in the issue of securities the subject of this Resolution or any of their Associates. However, the Company need not disregard a vote cast in favour of a Resolution by:</p> <ul style="list-style-type: none"> <li>• 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</li> <li>• 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 of the Meeting to vote on the Resolution as the Chair decides; or</li> <li>• a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> <li>○ the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and</li> <li>○ the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.</li> </ul> </li> </ul>	N/A
Resolution 3	<p>The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of sophisticated and institutional investors who will participate in the Placement, or any of their respective Associates.</p> <p>However, this does not apply to a vote cast in favour of Resolution 3 by:</p> <ul style="list-style-type: none"> <li>• 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</li> <li>• the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a</li> </ul>	N/A

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	<p>direction given to the Chair to vote on the Resolution as the Chair decides; or</p> <ul style="list-style-type: none"> <li>• a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> <li>○ the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and</li> <li>○ the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.</li> </ul> </li> </ul>	
Resolution 4	<p>The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of Taurus Capital, being the Lead Manager for the Placement, or any of its respective Associates.</p> <p>However, this does not apply to a vote cast in favour of Resolution 4 by:</p> <ul style="list-style-type: none"> <li>• 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</li> <li>• 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</li> <li>• a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> <li>○ the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and</li> <li>○ the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.</li> </ul> </li> </ul>	N/A
Resolution 5	<p>The Company will disregard any votes cast in favour of Resolution 5 by, or on behalf of:</p> <ul style="list-style-type: none"> <li>• Nicholas Smedley or his Associate, who is expected to receive the securities as a result of the issue;</li> </ul>	N/A

- a 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
- an Associate of that person or those persons described above.

However, the Company need not disregard a vote cast in favour of this Resolution by:

- 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
- 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 of the Meeting to vote on the Resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

# EXPLANATORY MEMORANDUM

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

## 1. RESOLUTION 1 – RATIFICATION OF ISSUE OF LOAN NOTE OPTIONS UNDER ASX LISTING RULE 7.4

### 1.1 Background

On 8 August 2025, the Company issued 2,235,295 options on the terms set out in Annexure A (**Loan Note Options**) to professional and sophisticated investors pursuant to the Loan Note Raising as announced by the Company to ASX on 7 August 2025.

### 1.2 ASX Listing Rules 7.1 and 7.4

Broadly speaking, subject to certain exceptions prescribed under ASX Listing Rule 7.2, ASX Listing Rule 7.1 limits the number of securities that a company may issue, or agree to issue, without shareholder approval over any 12-month period to 15% of the total of the number of shares the company had on issue at the start of the 12-month period (**15% Placement Capacity**).

At the time of issue, the issue of the Loan Note Options did not fall within any exception in ASX Listing Rule 7.2. As the issue has not yet been approved by Shareholders, the Loan Note Options are using up a part of the Company's 15% Placement Capacity, reducing the Company's capacity to issue further equity securities without shareholder approval under ASX Listing Rule 7.1 for the 12-month period following the issue of the Loan Note Options.

ASX Listing Rule 7.4 allows for shareholders to subsequently approve an issue of, or agreement to issue, securities, provided the issue or agreement did not breach ASX Listing Rule 7.1 at the time of issue or entry into the agreement. If Shareholders provide approval under ASX Listing Rule 7.4, the issue or agreement is taken to have been approved under ASX 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 Directors consider it prudent to preserve the Company's 15% Placement Capacity where possible so as to provide the Company with added flexibility to capitalise on potential future opportunities to issue equity securities. Shareholders are therefore being asked to ratify the issue of Loan Note Options under ASX Listing Rule 7.4, pursuant to Resolution 1.

If this Resolution is passed, the 2,235,295 Loan Note Options will be excluded in calculating the Company's 15% Placement Capacity, effectively increasing the number of equity securities the Company can issue without obtaining Shareholder approval over the 12-month period following the issue date of the Loan Note Options.

If this Resolution is not passed, the Loan Note Options will be included in calculating the Company's 15% Placement Capacity, effectively decreasing the number of equity securities it can issue without obtaining Shareholder approval over the 12-month period following the issue date of the Loan Note Options.

### 1.3 Information required under ASX Listing Rule 7.5

For the purpose of ASX Listing Rule 7.5, the following information is provided in relation to the issues of the Placement Shares:

- (a) the Loan Note Options were issued to professional and sophisticated non-related party investors who participated in the Loan Note Raising, none of whom are considered to have a material identity for the purposes of the ASX Listing Rules;
- (b) the number of Loan Note Options for which ratification is sought is 2,235,295;
- (c) the material terms of the Loan Note Options are summarised in **Annexure A**;
- (d) the Loan Note Options were issued on 8 August 2025;
- (e) the Loan Note Options were not issued for cash consideration. Four (4) Loan Note Options were issued for every seventeen (17) Loan Notes subscribed under the Loan Note Raising;
- (f) the Loan Note Options were issued as part of the consideration agreed with the Loan Noteholders in respect of their agreement to provide Loan Notes to the Company. Further details regarding the Loan Notes are set out in the Company's ASX Announcement dated 7 August 2025. The funds raised from the issue of the Loan Notes were used to accelerate the BC Maxx Centre model in partnership with the Central Bank of India and for the continued expansion of Transaction Solutions International (India) Pvt Ltd Brown Label ATM (BLA) fleet;

- (g) a voting exclusion statement is included in the Notice; and
- (h) the Loan Note Options were issued in connection with the Loan Note Raising and not under any agreement.

#### 1.4 Board Recommendation

The Board recommends that you vote in favour of Resolution 1. Each of the Directors currently intend to vote their respective shareholdings in favour of this Resolution.

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## 2. RESOLUTION 2 – RATIFICATION OF ISSUE OF TRANCHE 1 PLACEMENT SHARES UNDER ASX LISTING RULE 7.4

### 2.1 Background

On 2 March 2026, the Company announced that it had received binding commitments for a A\$25 million institutional placement to sophisticated and institutional investors (**Placement**). The Placement will result in the issue of approximately 35,714,286 fully paid ordinary shares (**Placement Shares**) at an issue price of \$0.70 per Placement Share, representing a 12.5% discount to the last traded price of \$0.80 on 25 January 2026 and a 7.22% discount to the 5-day Volume Weighted Average Price (**VWAP**).

The Placement will be conducted in two Tranches:

- on 13 March 2026, the Company issued 13,683,113 Shares (**Tranche 1 Placement Shares**) to sophisticated and institutional investors under the Company's available placement capacity pursuant to ASX Listing Rule 7.1 and 7.1A; and
- 21,325,996 Shares (**Tranche 2 Placement Shares**) will be issued subject to sophisticated and institutional investors shareholder approval at this meeting, as detailed under Resolution 3.

The Tranche 1 Placement Shares were issued by utilising the Company's existing capacity under ASX Listing Rule 7.1 and ASX Listing Rule 7.1A, with 7,270,438 of these Tranche 1 Placement Shares issued pursuant to ASX Listing Rule 7.1 and 6,412,675 of these Tranche 1 Placement Shares having been issued under ASX Listing Rule 7.1A.

### 2.2 ASX Listing Rules 7.1 and 7.1A

Broadly speaking, subject to certain exceptions prescribed under ASX Listing Rule 7.2:

- ASX Listing Rule 7.1 limits the number of securities that a Company may issue, or agree to issue, without shareholder approval over any 12-month period to its 15% Placement Capacity; and
- ASX Listing Rule 7.1A provides that an 'eligible entity' can seek approval from its shareholders to increase this 15% limit by a further 10% to 25% (**Additional 10% Capacity**).

At the Company's annual general meeting held on 28 August 2025, the Company sought and obtained the approval of its Shareholders under ASX Listing Rule 7.1A for the Additional 10% Capacity.

At the time of issue, the issue of the Tranche 1 Placement Shares did not fall within any exception in ASX Listing Rule 7.2. As the issue has not yet been approved by Shareholders, the Tranche 1 Placement Shares are using up part of the Company's 15% Placement Capacity and part of the Additional 10% Placement Capacity, thereby reducing the Company's capacity to issue further equity securities without shareholder approval under ASX Listing Rule 7.1.

The Company considers it prudent to retain as much flexibility as possible to issue additional equity securities in the future to enable the Company to capitalise on potential future opportunities to raise capital or acquire assets without the cost and delay in obtaining Shareholder approval for such issues under ASX Listing Rule 7.1.

ASX Listing Rule 7.4 allows for shareholders to subsequently approve an issue of, or agreement to issue, securities, provided the issue or agreement did not breach ASX Listing Rule 7.1 at the time of issue or entry into the agreement. If Shareholders provide approval under ASX Listing Rule 7.4, the issue or agreement is taken to have been approved under ASX Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without shareholder approval under that Rule. A note to ASX Listing Rule 7.4 also provides that an issue made in accordance with ASX Listing Rule 7.1A can be approved subsequently under ASX Listing Rule 7.4 and, if it is, the issue will then be excluded from variable "E" in ASX Listing Rule 7.1A.2 (which means that the Company's capacity to issue further equity securities without Shareholder approval under ASX Listing Rule 7.1A is not reduced).

If this Resolution is passed, the Tranche 1 Placement Shares will be excluded in calculating the Company's 15% Placement Capacity and Additional 10% Capacity, effectively increasing the number of equity securities the Company can issue without obtaining Shareholder approval over the 12-month period following the issue date of the Tranche 1 Placement Shares. If Resolution 2 is not passed, the Tranche 1 Placement Shares will be included in calculating the Company's 15% Placement Capacity and Additional 10% Capacity, effectively decreasing the number of equity securities it can issue without obtaining Shareholder approval over the 12-month period following the issue date of the Tranche 1 Placement Shares.

To this end, this Resolution seeks Shareholder approval to subsequently approve the issue of Tranche 1 Placement Shares for the purposes of ASX Listing Rule 7.4.

### 2.3 Information required under ASX Listing Rule 7.5

For the purpose of ASX Listing Rule 7.5, the following information is provided in relation to Resolution 2:

- (a) the Tranche 1 Placement Shares were issued to institutional and sophisticated non-related party investors who participated in the Placement, none of whom are considered to have a material identity for the purposes of the ASX Listing Rules;
- (b) the number of Tranche 1 Placement Shares for which ratification is sought is 13,683,113;
- (c) the Tranche 1 Placement Shares are Shares which rank pari passu with the other Shares on issue and which are on the same terms as the other Shares on issue;
- (d) the Tranche 1 Placement Shares were issued on 13 March 2026;
- (e) the Tranche 1 Placement Shares were issued for cash consideration at a price of \$0.70 per Tranche 1 Placement Share;
- (f) the funds raised by the issue of the Tranche 1 Placement Shares will be used to:
  - (i) support execution of refinancing initiatives at TSI, which are expected to unlock approximately A\$33.25m / INR 191.2 crore of restricted cash and materially reduce gross debt and annual interest costs by c.A\$3.0m;
  - (ii) provide growth capital to immediately restart deployment of the SBI and CBI Brown Label ATM rollout programs and support the ramp-up cycle across the deployed portfolio;
  - (iii) support commencement of the UBI rollout in the second half of 2026;
  - (iv) enhance platform liquidity to drive BankIT transaction volumes and enabling twice-daily White Label cash indents to support increased daily transaction throughput; and
  - (v) progress targeted IPO financial metrics and preparations for the proposed Indian IPO;
- (g) a voting exclusion statement is included in the Notice; and
- (h) the Tranche 1 Placement Shares were issued pursuant to commitment letters that contained standard terms for the issue of Shares.

### 2.4 Board Recommendation

The Board recommends that you vote in favour of Resolution 2. Each of the Directors currently intend to vote their respective shareholdings in favour of this Resolution.

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## 3. RESOLUTION 3 – APPROVAL OF ISSUE OF TRANCHE 2 PLACEMENT SHARES UNDER ASX LISTING RULE 7.1

### 3.1 Background

As detailed in section 2.1 of this Explanatory Memorandum, the Placement was agreed to be conducted in two tranches. Resolution 3 seeks Shareholder approval in respect of the proposed issue of the Tranche 2 Placement Shares to sophisticated and institutional investors identified by the Lead Manager to participate in the Placement.

### 3.2 ASX Listing Rule 7.1

A summary of ASX Listing Rule 7.1 is set out in section 2.2 of this Explanatory Memorandum.

The proposed issue of the Tranche 2 Placement Shares does not fall within any of the exceptions prescribed under ASX Listing Rule 7.2 and if Resolution 2 is not approved, the issue of the Tranche 2 Placement Shares would

exceed the Company's 15% Placement Capacity and Additional 10% Capacity. Accordingly, the issue of the Tranche 2 Placement Shares requires the approval of the Company's Shareholders under ASX Listing Rule 7.1.

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Tranche 2 Placement Shares. In addition, the Tranche 2 Placement Shares 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 Tranche 2 Placement Shares and the growth and progress that the Company hoped to achieve from the Placement will be diminished accordingly.

The Company considers it prudent to retain as much flexibility as possible to issue additional equity securities in the future to enable the Company to capitalise on potential future opportunities to raise capital or acquire assets without the cost and delay in obtaining Shareholder approval for such issues under ASX Listing Rule 7.1.

To this end, Resolution 3 seeks Shareholder approval to approve the issue of Tranche 2 Placement Shares for the purposes of ASX Listing Rule 7.1.

### 3.3 Information required under ASX Listing Rule 7.3

For the purpose of ASX Listing Rule 7.3, the following information is provided in relation to Resolution 3:

- (a) the allottees are new and existing institutional and sophisticated non-related party investors who the Lead Manager has identified for participation in the Placement, none of whom are considered to have a material identity for the purposes of the ASX Listing Rules;
- (b) the maximum number of Tranche 2 Placement Shares to be issued is 21,325,996 fully paid ordinary shares;
- (c) the Tranche 2 Placement Shares are Shares which will rank pari passu with the other Shares on issue and which are on the same terms as the other Shares on issue;
- (d) the Company expects that the Tranche 2 Placement Shares, the subject of this Resolution, will be issued within 5 days of the Meeting, and in any event, by no later than 3 months after Shareholder approval is obtained at the Meeting (or otherwise, as determined by the ASX in the exercise of its discretion);
- (e) the Tranche 2 Placement Shares will be issued for cash consideration of \$0.70 per Tranche 2 Placement Share;
- (f) the funds raised by the issue of the Tranche 2 Placement Shares will be used to:
  - (i) support execution of refinancing initiatives at TSI, which are expected to unlock approximately A\$33.25m / INR 191.2 crore of restricted cash and materially reduce gross debt and annual interest costs by c.A\$3.0m;
  - (ii) provide growth capital to immediately restart deployment of the SBI and CBI Brown Label ATM rollout programs and support the ramp-up cycle across the deployed portfolio;
  - (iii) support commencement of the UBI rollout in the second half of 2026;
  - (iv) enhance platform liquidity to drive BankIT transaction volumes and enabling twice-daily White Label cash indents to support increased daily transaction throughput; and
  - (v) progress targeted IPO financial metrics and preparations for the proposed Indian IPO;
- (g) the Tranche 2 Placement Shares will be issued pursuant to commitment letters that contain standard terms for the issue of Shares; and
- (h) a voting exclusion statement is included in the Notice.

### 3.4 Board Recommendation

The Board recommends that you vote in favour of Resolution 3. Each of the Directors currently intend to vote their respective shareholdings in favour of this Resolution.

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## 4. RESOLUTION 4 – APPROVAL OF ISSUE OF TAURUS CAPITAL OPTIONS UNDER ASX LISTING RULE 7.1

### 4.1 Background

The Company has agreed to issue to Taurus Capital:

- 2,000,000 options exercisable at \$0.90 per option within 3 years after the date of issue; and
- 1,000,000 options exercisable at \$1.20 per option within 3 years after the date of issue,

(together, **Taurus Capital Options**) as part consideration for its services in acting as Lead Manager to the Placement.

#### 4.2 ASX Listing Rule 7.1

A summary of ASX Listing Rule 7.1 is set out in section 2.2 of this Explanatory Memorandum.

The proposed issue of the Taurus Capital Options does not fall within any of the exceptions prescribed under ASX Listing Rule 7.2 and if Resolution 2 is not approved, the issue of the Taurus Capital Options would exceed the Company's 15% Placement Capacity. Accordingly, the issue of the Taurus Capital Options requires the approval of the Company's Shareholders under ASX Listing Rule 7.1.

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Taurus Capital Options. In addition, the Taurus Capital Options 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 4 is not passed, the Company will not be able to proceed with the issue of the Taurus Capital Options and the Company will be required to pay the Lead Manager cash in lieu of the Taurus Capital Options.

The Company considers it prudent to retain as much flexibility as possible to issue additional equity securities in the future to enable the Company to capitalise on potential future opportunities to raise capital or acquire assets without the cost and delay in obtaining Shareholder approval for such issues under ASX Listing Rule 7.1.

To this end, Resolution 4 seeks Shareholder approval to approve the issue of Taurus Capital Options for the purposes of ASX Listing Rule 7.1.

#### 4.3 Information required under ASX Listing Rule 7.3

For the purpose of ASX Listing Rule 7.3, the following information is provided in relation to Resolution 4:

- the Taurus Capital Options will be issued to Taurus Capital Group Pty Ltd;
- the number of Taurus Capital Options to be issued is:
  - 2,000,000 options exercisable at \$0.90 per option within 3 years after the date of issue; and
  - 1,000,000 options exercisable at \$1.20 per option within 3 years after the date of issue;
- the terms of the Taurus Capital Options are set out in **Annexure B**;
- the Company expects that the Taurus Capital Options will be issued within 5 days of the Meeting, and in any event, by no later than 3 months after Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of its discretion);
- the Taurus Capital Options will not be issued for cash consideration, as they are being issued as partial consideration for services provided in conjunction with the Placement;
- no funds will not be raised by the issue of the Taurus Capital Options;
- the Taurus Capital Options were issued under the engagement letter between the Company and Taurus Capital (**Lead Manager Engagement Letter**). The key terms of the Lead Manager Engagement Letter are set out in **Annexure C**; and
- a voting exclusion statement is included in the Notice.

#### 4.4 Board Recommendation

The Board recommends that you vote in favour of Resolution 4. Each of the Directors currently intend to vote their respective shareholdings in favour of this Resolution.

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## 5. RESOLUTION 5 – APPROVAL OF ISSUE OF PLACEMENT SHARES TO NICHOLAS SMEDLEY, CHAIRMAN OF THE COMPANY

### 5.1 Background

Resolution 5 seeks Shareholder approval to issue and allot 720,000 fully paid ordinary shares (**Director Placement Shares**) to Nicholas Smedley (or his Associate) on the same terms as those applicable to the Tranche 2 Placement Shares.

### 5.2 ASX Listing Rule 10.11

ASX Listing Rule 10.11 provides that, unless one of the exceptions in ASX Listing Rule 10.12 applies, the Company, must not issue equity securities to:

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue of agreement, a substantial (30%+) holder in the Company;
- (c) 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;
- (d) an associate of a person referred to in (a) to (c) above; and
- (e) a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders,

without Shareholder approval.

As Nicholas Smedley is a Director of the Company, he is a related party and ASX Listing Rule 10.11 applies. The proposed issue of Director Placement Shares does not fall within any of the exceptions in ASX Listing Rule 10.12, and, accordingly, Resolution 5 seeks Shareholder approval to issue the Director Placement Shares to Mr Smedley (or his Associate) for the purposes of ASX Listing Rule 10.11.

If Shareholder approval is obtained under ASX Listing Rule 10.11, in accordance with ASX Listing Rule 7.2 (Exception 14), separate approval is not required under ASX Listing Rule 7.1.

If this Resolution is passed, the Company will be able to proceed with the issue of Director Placement Shares to Mr Smedley (or his Associate).

If this Resolution is not passed, the Company will not be able to proceed with the issue of the Director Placement Shares to Mr Smedley (or his Associate) to raise \$504,000.

### Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- the giving of the financial benefit falls within one of the exceptions to the provisions; or
- Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Director Placement Shares to Mr Smedley (or his Associate) constitutes the giving of a financial benefit to a related party under Chapter 2E of the Corporations Act.

Section 210 of the Corporations Act provides that a financial benefit given by a public company to a related party does not require member approval under Chapter 2E if the terms of the benefit are the same as those that would be reasonable in the circumstances if the parties were dealing at arm's length or are less favourable to the related party.

The Directors have considered the issue of the Director Placement Shares and formed the view that the Director Placement Shares are on arm's length terms given they are on the same terms as applicable to the Placement Shares and accordingly, the exception in section 210 of the Corporations Act applies. Accordingly, the Company is only seeking Shareholder approval for the proposed issue of Director Placement Shares under and for the purposes of ASX Listing Rule 10.11.

### Information required by ASX Listing Rule 10.13

The following information in relation to Resolution 5 is provided for the purposes of ASX Listing Rule 10.13:

- (a) the Director Placement Shares will be issued to Mr Nicholas Smedley or his Associate;
- (b) the issue of Director Placement Shares to Mr Nicholas Smedley requires Shareholder approval under ASX Listing Rule 10.11.1, or alternatively, if the Director Placement Shares are issued to Mr Smedley's Associate, the issue of Director Placement Shares requires Shareholder approval under ASX Listing Rule 10.11.4;
- (c) the number of Director Placement Shares to be issued is 720,000;
- (d) the Director Placement Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company;
- (e) the Director Placement Shares will be issued as soon as practicable following the Meeting, and in any event by no later than within 1 month of Shareholder approval being obtained by the Company;
- (f) the Director Placement Shares will be issued at \$0.70 per Director Placement Share, being the same as the issue price applicable under the Placement;
- (g) funds raised from the issue of the Director Placement Shares will be used by the Company to:
  - (i) support execution of refinancing initiatives at TSI, which are expected to unlock approximately A\$33.25m / INR 191.2 crore of restricted cash and materially reduce gross debt and annual interest costs by c.A\$3.0m;
  - (ii) provide growth capital to immediately restart deployment of the SBI and CBI Brown Label ATM rollout programs and support the ramp-up cycle across the deployed portfolio;
  - (iii) support commencement of the UBI rollout in the second half of 2026;
  - (iv) enhance platform liquidity to drive BankIT transaction volumes and enabling twice-daily White Label cash indents to support increased daily transaction throughput; and
  - (v) progress targeted IPO financial metrics and preparations for the proposed Indian IPO;
- (h) the Director Placement Shares are not being issued with the intention of forming part of the remuneration of, or incentivising, Mr Smedley;
- (i) the Director Placement Shares will not be issued under an agreement; and
- (j) a voting exclusion statement is included in the Notice.

### 5.3 Board Recommendation

The Board (excluding Mr Nicholas Smedley who has abstained from making a recommendation due to his personal interest in the Resolution) recommends that you vote in favour of Resolution 5. Each of the Directors currently intend to vote their respective shareholdings in favour of this Resolution.

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# Glossary

**\$ or A\$** means Australian dollars.

**15% Placement Capacity** has the meaning ascribed to it in section 1.2 of the Explanatory Memorandum.

**Additional 10% Capacity** has the meaning ascribed to it in section 2.2 of the Explanatory Memorandum.

**AEST** means Australian Eastern Standard Time as observed in Melbourne, Victoria, Australia.

**Associate** has the meaning given to it in ASX Listing Rule 19.12.

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

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

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

**CBI** means Central Bank of India.

**Chair** means the chairperson of the Meeting.

**Company** or **FND** means Findi Limited ACN 057 335 672.

**Constitution** means the constitution of the Company.

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

**Director Placement Share** has the meaning given to it in section 5.1 of the Explanatory Memorandum.

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

**Explanatory Memorandum** means the explanatory memorandum accompanying this Notice.

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

**INR** means Indian Rupee.

**Loan Note Option** has the meaning given to it in section 1.1 of the Explanatory Memorandum.

**Loan Note Raising** means the capital raising through the issue of 'Loan Notes' as announced to the ASX on 7 August 2025.

**Loan Notes** means the loan notes issued under the Loan Note Raising.

**Notice** or **Notice of General Meeting** means this notice of meeting including the Explanatory Memorandum and the Voting Form.

**Placement** has the meaning given to it in section 2.1 of the Explanatory Memorandum.

**Placement Shares** means the Tranche 1 Placement Shares and the Tranche 2 Placement Shares.

**Related Party** has the meaning given to it in ASX Listing Rule 19.12.

**Resolution** means a resolution set out in the Notice of General Meeting.

**SBI** means State Bank of India.

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

**Share Registry** means the share registry of the Company, being Automic Pty Ltd.

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

**Taurus Capital** or **Lead Manager** means Taurus Capital Group Pty Ltd ACN 622 499 834;

**Taurus Capital Options** has the meaning given to it in section 4.1 of the Explanatory Memorandum.

**Tranche 1 Placement Share** has the meaning given to it in section 2.1 of the Explanatory Memorandum.

**Tranche 2 Placement Share** has the meaning given to it in section 2.1 of the Explanatory Memorandum.

**UBI** means Union Bank of India.

**Voting Form** means the voting form accompanying the Notice.

## Annexure A – Loan Note Option Terms

The terms of each Loan Note Option are as follows:

- (a) **Entitlement:** Each Loan Note Option entitles the holder to subscribe for one Share upon payment of the Exercise Price.
- (b) **Exercise Price:** \$4.25 per Loan Note Option.
- (c) **Expiry Date and Exercise Period:** Each Loan Note Option may be exercised on or before 8 August 2027 and will be automatically extended for an additional 6 months if the initial public offering of Transaction Solutions International (India) Pvt Limited, does not occur by 8 August 2027. In the event of a takeover of the Company or the sale of its main undertaking, all Loan Note Options will be exercisable on the date the takeover, merger or sale is completed.
- (d) **Exercise:** Each Loan Note Option may be exercised by providing the Company with a written notice of intention to exercise the relevant Loan Note Options. Loan Note Options must be exercised for a minimum of \$100,000 (or the total number of Loan Note Options, if lesser).
- (e) **Shares:** Shares issued on the exercise of the Loan Note Options will rank equally with the then Shares of the Company.
- (f) **Lapse:** Any Loan Note Option not exercised prior to the expiry date, or cancelled in accordance with the terms of the Loan Note Options, will automatically lapse.
- (g) **Quotation:** The Loan Note Options will be unlisted and no quotation will be sought from ASX for the Options.
- (h) **Rights:** The Loan Note Options do not grant the holder any participation rights in new share issues, nor any rights to dividends or to vote in general meetings (subject to any voting rights under the Corporations Act and ASX Listing Rules which cannot be excluded).
- (i) **Reorganisation:** In the event of a reorganisation of the capital of the Company, the rights attaching to each Option will be changed to the extent necessary to comply with the ASX Listing Rules.
- (j) **Transfer:** The Loan Note Options are only transferable with the written consent of the Company, not unreasonably withheld.
- (k) **Amendments:** The Loan Note Options may be amended as necessary to comply with the ASX Listing Rules.
- (l) **Other terms:** No Loan Note Options (or any Shares on exercise of the Loan Note Options) must be issued or allotted if it would contravene the Corporations Act or any other laws.

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## Annexure B – Terms of Taurus Capital Options

The terms of each Taurus Capital Option are as follows:

- (a) **Entitlement:** Each Taurus Capital Option entitles the holder to subscribe for one Share upon payment of the Exercise Price.
- (b) **Exercise Price:** 2 million Taurus Capital Options exercisable at \$0.90 and 1 million Taurus Capital Options exercisable at \$1.20.
- (c) **Expiry Date and Exercise Period:** Each Taurus Capital Option may be exercised within 3 years of the issue date (**Expiry Date**).
- (d) **Exercise:** Each Taurus Capital Option may be exercised by providing the Company with a written notice of intention to exercise the relevant Taurus Capital Options. Taurus Capital Options must be exercised for a minimum of \$100,000 (or the total number of Taurus Capital Options, if lesser). The Company must issue Shares on exercise of the Taurus Capital Option on the earlier of (i) the Company not having any material information that is been withheld pursuant to ASX Listing Rule 3.1A, and (ii) 4 months after the date the Company received the exercise notice.
- (e) **Shares:** Shares issued on the exercise of the Taurus Capital Options will rank equally with the then Shares of the Company.
- (f) **Lapse:** Any Taurus Capital Option not exercised prior to the Expiry Date, or cancelled in accordance with the terms of the Taurus Capital Options, will automatically lapse.
- (g) **Quotation:** The Taurus Capital Options will be unlisted and no quotation will be sought from ASX for the Options.
- (h) **Rights:** The Taurus Capital Options do not grant the holder any participation rights in new share issues, nor any rights to dividends or to vote in general meetings (subject to any voting rights under the Corporations Act and ASX Listing Rules which cannot be excluded).
- (i) **Reorganisation:** In the event of a reorganisation of the capital of the Company, the rights attaching to each Option will be changed to the extent necessary to comply with the ASX Listing Rules.
- (j) **Transfer:** The Taurus Capital Options are only transferable with the written consent of the Company.
- (k) **Amendments:** The Taurus Capital Options may be amended as necessary to comply with the ASX Listing Rules.
- (l) **Other terms:** No Taurus Capital Options (or any Shares on exercise of the Taurus Capital Options) must be issued or allotted if it would contravene the Corporations Act or any other laws.

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## Annexure C – Lead Manager Engagement Letter

The below are the key terms of the Lead Manager Engagement Letter

(a) **Term**

The engagement will continue until the earlier of:

- (i) 12 months from **the** date of execution; and
- (ii) until the engagement is terminated by either party.

(b) **Fees and expenses**

In consideration of the lead manager services, the Company has agreed to pay to Taurus Capital:

- (i) **Placement Fee:** A placement fee of 6% (plus GST) of the total gross proceeds raised under the Placement, excluding the chairman's list of up to \$2,000,000. The Placement fee is payable by the Company in cash or shares; and
- (ii) **Taurus Capital Options:** An issue to Taurus Capital (or its nominee) of a total of:
  - 1. 2 million unlisted options exercisable at 90 cents; and
  - 2. 1 million options exercisable at \$1.20,at an issue price of \$0.00001, which are exercisable within 3 years from the date of issue.

The issue of the Taurus Capital Options is subject to Shareholder approval. If Shareholder approval is not obtained, the Company must pay cash in lieu of the Taurus Capital Options, based on the Black & Scholes valuation methodology and a 100% volatility.

(c) **Termination**

- (i) A party may terminate its outstanding obligations under the Lead Manager Engagement Letter at any time, with or without cause:
  - 1. in the case of the Lead Manager, immediately, if the Company breaches the Lead Manager Engagement Letter; or
  - 2. in the case of the Company, for cause after complying with paragraph (ii) below; or
  - 3. otherwise, by a party giving 20 business days' notice to the other parties.
- (ii) If the Company terminates the Lead Manager Engagement Letter for cause, it must:
  - 1. provide reasonable details of the conduct of the Lead Manager giving rise to the termination for cause; and
  - 2. if the conduct or breach is capable of remedy, give the Lead Manager a period of 10 business days to remedy the conduct or breach prior to the termination taking effect.

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Your proxy voting instruction must be received by **10:00am (AEST) on Saturday, 18 April 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

### SUBMIT YOUR PROXY

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

#### YOUR NAME AND ADDRESS

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

#### STEP 1 - APPOINT A PROXY

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

#### DEFAULT TO THE CHAIR OF THE MEETING

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

#### STEP 2 - VOTES ON ITEMS OF BUSINESS

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

#### APPOINTMENT OF SECOND PROXY

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

#### SIGNING INSTRUCTIONS

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

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

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

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

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

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

#### CORPORATE REPRESENTATIVES

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

#### Lodging your Proxy Voting Form:

##### Online

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

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



##### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

##### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

##### BY EMAIL:

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

##### BY FACSIMILE:

+61 2 8583 3040

##### All enquiries to Automic:

##### WEBSITE:

<https://automicgroup.com.au>

##### PHONE:

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

