



OVANTI LIMITED (ASX: OVT)
(ACN 091 192 871)

481A New South Head Road
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12 May 2026

NOTICE OF EXTRAORDINARY GENERAL MEETING

Ovanti Limited (ASX: OVT) (Company or Ovanti) gives notice of its upcoming Extraordinary General Meeting of Shareholders (Meeting) The Meeting will be held as follows:

Date: Thursday, 18 June 2026
Time: 11:00 am (Sydney Time)
Venue: At the offices of Thompson Geer, Level 14
60 Martin Place, Sydney NSW 2000

The attached Notice of Meeting (Including explanatory statement and proxy form) provides details of the items of business to be considered by Shareholders.

Shareholders are encouraged to attend or, in unable to attend, to vote on the resolutions proposed by appointing a proxy or using any other means included in the Notice of Meeting.

The release of this announcement was authorised by Joshua Quinn, Non-Executive Director and Company Secretary.

ENDS

About Ovanti Limited (ASX:OVT):

Ovanti Limited (ASX:OVT) provides fintech and digital commerce software solutions and services that enable its institutional customers to securely authenticate end-user customers and process banking, purchase and payment transactions. The Company's core technology platform enables large customer communities to connect to end user customers using any mobile device and integrate mobile technology throughout their existing business and customer product offerings. The Company's business divisions consist of Mobile Banking and Digital Payments which service leading banks in Malaysia and large telcos and corporates in Malaysia & Indonesia. Ovanti also works with telecommunication network providers to provided mobile OTT (over-the-top) services that leverage their subscriber base to build active communities. Globally, the Company is expanding operations for buy now, pay later services (BNPL) and other fintech solutions as part of its Super App offering. The Company's technology solutions and expertise across fintech and digital commerce solutions and services, including years of servicing numerous large banking clients, give it distinct advantages against its competitors.

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OVANTI LIMITED

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NOTICE OF EXTRAORDINARY GENERAL MEETING

TIME: 11:00 am (AEST)

DATE: Thursday, 18 June 2026

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

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7:00PM (AEST) on Tuesday, 16 June 2026.

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IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is hereby given that an Extraordinary General Meeting of Shareholders of Ovanti Limited (**Company** or **Ovanti**) will be held at Level 14, 60 Martin Place, Sydney NSW 2000 on 18 June 2026, at 11:00am (AEST).

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

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

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

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

YOUR VOTE IS IMPORTANT

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

VOTING ELIGIBILITY

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company as at 7:00pm (AEST) on 16 June 2026.

VOTING IN PERSON

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

VOTING BY PROXY

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

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

- each Shareholder has a right to appoint a proxy;

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

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

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

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

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

Further details are set out below.

Proxy vote if appointment specifies way to vote

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

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

Transfer of non-chair proxy to Chair in certain circumstances

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

- an appointment of a proxy specifies the way the proxy is to vote on a particular Resolution at a meeting of the company's shareholders;
- the appointed proxy is not the Chair;
- at the meeting, a poll is duly demanded on the Resolution; and
- either of the following applies:

- the proxy is not recorded as attending the Meeting; and
- the proxy does not vote on the Resolution,

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

Proxy Voting by the Chair

If you complete a Proxy Form that authorises the Chair to vote on your behalf as proxy, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then you will be taken to have expressly authorised the Chair to exercise your proxy on the Resolution. In accordance with this express authority provided by you, the Chair will vote in favour of the Resolution. If you wish to appoint the Chair as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the Proxy Form.

CORPORATE REPRESENTATIVES

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

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

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BUSINESS OF THE MEETING

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

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

“That, for the purpose of ASX Listing Rule 7.4, and for all other purposes, the issue of 889,000,000 Shares (pre-consolidation number) to Sophisticated Investors and Professional Investors pursuant to the March Placement be ratified as detailed in the Explanatory Statement.”

2. **RESOLUTION 2: APPROVAL TO ISSUE OPTIONS PURSUANT TO MARCH PLACEMENT**

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

“That, for the purpose of ASX Listing Rule 7.1, and for all other purposes, the issue of 4,000,000 unlisted Options (post-consolidation number) to Clee Capital for the March Placement be approved on the terms and conditions set out in the Explanatory Statement.”

3. **RESOLUTION 3: RATIFY PRIOR ISSUE OF SHARES TO SOPHISTICATED INVESTORS AND PROFESSIONAL INVESTORS PURSUANT TO APRIL PLACEMENT**

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

“That, for the purpose of ASX Listing Rule 7.4, and for all other purposes, the issue of 26,658,768 Shares (post-consolidation number) to Placement Participants pursuant to the April Placement be ratified as detailed in the Explanatory Statement.”

4. **RESOLUTION 4: APPROVAL TO ISSUE PLACEMENT OPTIONS PURSUANT TO APRIL PLACEMENT**

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

“That, for the purpose of ASX Listing Rule 7.1, and for all other purposes, the issue of 260,169,827 free-attaching Placement Options to Placement Participants pursuant to the April Placement be approved on the terms and conditions set out in the Explanatory Statement.”

5. **RESOLUTION 5: APPROVAL TO ISSUE BROKER OPTIONS PURSUANT TO APRIL PLACEMENT**

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

“That, for the purpose of ASX Listing Rule 7.1, and for all other purposes, the issue of 260,169,827 Broker Options to Clee Capital pursuant to the April Placement be approved on the terms and conditions set out in the Explanatory Statement.”

6. VOTING EXCLUSIONS STATEMENTS FOR RESOLUTIONS 1, 2, 3, 4 AND 5:

The Corporations Act and the ASX Listing Rules contain prohibitions on certain individuals voting on specific resolutions being considered at general meetings of companies due to potential or perceived conflicts of interest.

As set out below, Ovanti has established procedures to appropriately manage 'voting exclusions' which will minimise the risk of excluded votes being cast or counted as well as ensuring that all eligible votes are included.

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution 1, 2, 3, 4 and 5 by or on behalf of a person who participated in the issue or received a material benefit from the issue (namely, investors that were issued shares under the March Placement for Resolution 1, Clee Capital for Resolution 2 and 5 and Placement Participants for Resolutions 3 and 4) and any of their Associates. However, this does not apply to a vote cast in favour of those Resolutions by:

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

DATED: 15 MAY 2026

BY ORDER OF THE BOARD



JOSHUA QUINN

COMPANY SECRETARY

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at an Extraordinary General Meeting to be held at Level 14, 60 Martin Place, Sydney NSW 2000 on 18 June 2026, at 11:00am (AEST).

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

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

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

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

1. RESOLUTION 1: RATIFY PRIOR ISSUE OF SHARES TO SOPHISTICATED INVESTORS AND PROFESSIONAL INVESTORS PURSUANT TO MARCH PLACEMENT

1.1 Background

As announced on 24 March 2026, the Company completed a placement of 889,000,000 Shares at \$0.00080 per Share to Sophisticated Investors and Professional Investors (**March Placement**). On the same day, on 23 March 2026 and pursuant to the March Placement, the Company issued a total of 889,000,000 Shares pre-consolidation (**March Placement Shares**), being 44,450,00 Shares post-consolidation, with the consolidation approved by Shareholders at the extraordinary general meeting held on 30 March 2026.

Clee Capital acted as lead manager and broker to the March Placement. In consideration for the provision of those services, the Company has agreed to pay Clee Capital 6% + GST on the funds raised from the Placement, and to issue Clee Capital with 4 million unlisted Options at an exercise price of \$0.036 and with an expiration date of 2 years from the date of issue (on a post-consolidation basis). The issue of these options to Clee Capital is subject to Shareholder approval (which is sought under Resolution 2 in this Notice).

The Company proposes to use the funds raised under the March Placement to fund global operations, legal expenses, working capital and costs associated with the March Placement (refer to ASX announcement on 23 March 2026).

The Company is now seeking Shareholder ratification of the issue of shares under the March Placement for the purposes of ASX Listing Rule 7.4 and for all other purposes.

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

1.2 Approval sought for the purposes of ASX Listing Rule 7.4

Broadly speaking, and subject to a number of exceptions set out in ASX Listing Rule 7.2, ASX Listing Rule 7.1 limits the amount of Securities that a listed company can issue without the approval of its Shareholders over any 12-month period to 15% of

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

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

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

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

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

1.3 Specific information required by ASX Listing Rule 7.4

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

Person to whom the Securities were issued	The March Placement Shares were issued to various Sophisticated Investors or Professional Investors who are not related parties of the Company.
Number and class of Securities issued	Under the March Placement, the Company issued 889,000,000 Shares pre-consolidation, being 44,450,00 Shares post-consolidation
Date of issue	24 March 2026
Price or consideration received	Each March Placement Share was issued for \$0.00080 per Share (on a pre-consolidation basis), being \$0.016 (on a post-consolidation basis), raising in total \$711,200.
Purpose of the issue	The Company proposes to use the funds raised under the March Placement to fund global operations, legal expenses, working capital and costs associated with the March Placement (refer to ASX announcement on 23 March 2026).
Voting exclusion statement	A voting exclusion statement for Resolution 1 applies and is included in the Notice preceding this Explanatory Statement.

1.4 Board recommendation

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

2. RESOLUTION 2: APPROVAL TO ISSUE OPTIONS PURSUANT TO MARCH PLACEMENT

2.1 Background

The Company has completed the March Placement and issued the March Placement Shares. Refer to section 1.1 of the Explanatory Statement for further background information on the March Placement.

Clee Capital acted as lead manager and broker to the March Placement. As announced on 23 March 2026, in consideration for the provision of those services, the Company agreed to pay Clee Capital 6% + GST on the funds raised from the Placement, and wishes to issue to Clee Capital 4 million unlisted Options at an exercise price of \$0.036 and with an expiration date of 2 years from the date of issue (on a post-consolidation basis) (**Unlisted Options**).

The Company is now seeking Shareholder approval for the issue of the Unlisted Options and proposes to issue these options utilising the Company's 15% Placement Capacity.

2.2 Approval sought for the purposes of ASX Listing Rule 7.1 for the Unlisted Options

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

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

If Resolution 2 is passed, the issue of the Unlisted Options can be issued in accordance with these terms and conditions.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of the Unlisted Options. In these circumstances, the Company would need to consider alternative compensation arrangements and may need to pay an additional cash compensation to Clee Capital in lieu of the issue of the Unlisted Options.

2.3 Specific information required by ASX Listing Rule 7.1 for the Unlisted Options

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

Person to whom the Securities will be issued to	Clee Capital Pty Ltd (ACN 637 619 937)
Number of Securities and class to be issued	4 million unlisted options on a post-consolidation basis, being 80 million unlisted options on a pre-consolidation basis
Terms of Securities	The Unlisted Options will have an exercise price of \$0.036 per Unlisted Option (post-consolidation basis) and expire two (2) years from the date of issue.

Date(s) of issue	The Company expects to issue the Unlisted Options no later than 3 months after the date of the Meeting.
Price or consideration received	The Unlisted Options will be issued for nil cash consideration. The Company received lead manager and broker services for the March Placement.
Purpose of the issue	The Unlisted Options will be issued in agreement with Cleo Capital as consideration for lead manager and broker services provided for the March Placement. No funds will be raised from the issue of Unlisted Options.
Summary of material terms of agreement to issue	The issue of Unlisted Options is subject to Shareholder approval.
Voting exclusion statement	A voting exclusion statement for Resolution 2 applies and is included in the Notice preceding this Explanatory Statement.

2.4 Board recommendation

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

3. RESOLUTION 3: RATIFY PRIOR ISSUE OF SHARES TO SOPHISTICATED INVESTORS AND PROFESSIONAL INVESTORS PURSUANT TO APRIL PLACEMENT

3.1 Background

As announced on 15 April 2026, the Company received commitments from Sophisticated Investors and Professional Investors (**Placement Participants**) to raise \$5,270,000 before costs through the issue of approximately 520,339,653 Shares at an issue price of \$0.010128 per Share (**April Placement**).

On 4 May 2026, the Company announced that the 520,339,653 Shares pursuant to the April Placement had been issued.

The Shares issued under the April Placement comprised of:

- (a) 493,680,885 Shares issued with shareholder approval obtained at the extraordinary general meeting held on 30 March 2026; and
- (b) 26,658,768 Shares issued pursuant to the Company's 15% Placement Capacity (**April Placement Shares**) which are the subject of this Resolution.

The numbers of Securities in this section are on a post-consolidation basis, with the consolidation approved by shareholders at the extraordinary general meeting held on 30 March 2026.

The Company proposes to use the funds raised from the April Placement to advance the Company's global BNPL platform and broader Super App strategy, business development, general working capital, legal costs and costs of the offer (refer to ASX announcement on 15 April 2026).

The April Placement Shares (being 26,658,768 Shares) were issued under the Company's 15% Placement Capacity. Accordingly, the Company is now seeking Shareholder ratification of the issued of the April Placement Shares for the purposes of ASX Listing Rule 7.4 and for all other purposes.

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

3.2 Approval sought for the purposes of ASX Listing Rule 7.4 for the April Placement Shares

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

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

If Resolution 3 is passed, the April Placement Shares initially issued under the Company's 15% Placement Capacity will no longer be included within the Company's 15% Placement Capacity and this will provide flexibility for the Company to issue future Securities under the Company's 15% Placement Capacity without having to obtain Shareholder approval for some or all of those future issues.

If Resolution 3 is not passed, the April Placement Shares issued under the 15% Placement Capacity will continue to be included in calculating the Company's 15% Placement Capacity, effectively decreasing the number of Equity Securities it can issue without Shareholder approval.

3.3 Specific information required by ASX Listing Rule 7.4

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

Person to whom the Securities were issued	The April Placement Shares were issued to various Sophisticated Investors or Professional Investors who are not related parties of the Company.
Number and class of Securities issued	26,658,768 Shares
Date of issue	4 May 2026
Price or consideration received	Each April Placement Share was issued for \$0.010128 per Share
Purpose of the issue	The Company proposes to use the funds raised from the April Placement to advance the Company's global BNPL platform and broader Super App strategy, business development, general working capital, legal costs and costs of the offer (refer to ASX announcement on 15 April 2026).
Voting exclusion statement	A voting exclusion statement for Resolution 3 applies and is included in the Notice preceding this Explanatory Statement.

3.4 Board recommendation

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

4. RESOLUTIONS 4 AND 5: APPROVAL TO ISSUE PLACEMENT OPTIONS AND BROKER OPTIONS PURSUANT TO APRIL PLACEMENT

4.1 Background

April Placement Shares issued under the April Placement to Placement Participants were offered, subject to Shareholder approval, with free-attaching Options, on the basis of one (1) Placement Option for every two (2) April Placement Shares issued under the April Placement (**Placement Options**). The Placement Options will expire at 5:00pm (AEST) on 7 May 2030 and are exercisable at \$0.025 per option. The Placement Options are intended to be quoted on ASX, with the proposed issue of up to 260,169,827 Placement Options. The terms of the Placement Options are set out in the **Schedule**.

Refer to section 3.1 of the Explanatory Statement for further background information on the April Placement.

The Company engaged Clee Capital as lead manager and broker to assist with the April Placement. In consideration for these services, the Company has agreed to pay a fee of \$316,200 plus GST to the Lead Manager (being an amount equal to 6% plus GST of the funds raised under the April Placement). The Company also agrees to issue a total of 260,169,827 options to the Lead Manager (**Broker Options**).

The Broker Options will have the same terms as the Placement Options which are set out in the **Schedule**.

The Company intends to issue a transaction-specific prospectus in connection with the offer of the Placement Options and Broker Options and to apply for their quotation on ASX (**Prospectus**). Quotation of the Placement Options and Broker Options will be subject to the satisfaction of ASX listing requirements.

Only those Shareholders who participated in the April Placement (i.e., the Placement Participants) and the Lead Manager will be entitled to subscribe for the Placement Options and Broker Options (as applicable) under the Prospectus.

The issue of the Placement Options and Broker Options will be conditional upon the Company obtaining shareholder approval pursuant to Resolutions 4 and 5, respectively.

The numbers of Securities in this section are on a post-consolidation basis, with the consolidation approved by shareholders at the extraordinary general meeting held on 30 March 2026.

4.2 Approval sought for the purposes of ASX Listing Rule 7.1 for the Placement Options and Broker Options

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

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

If Resolutions 4 and 5 are passed, the Placement Options and Broker Options (respectively) can be issued and these issues 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 Resolutions 4 and 5 are not passed, the Company will not be able to proceed with the issue of the Placement Options and the Broker Options. In these circumstances, the Company would not be able to issue the Placement Options which were offered as part of the overall terms of the April Placement (subject to shareholder approval). This may affect investor confidence and the Company may need to consider other alternatives to ensure Placement Participants are adequately compensated. Further, the Company would not be able to proceed with the issue the Broker Options. In these circumstances, the Company would need to consider alternative compensation arrangements and may need to pay an additional cash compensation to Cleo Capital in lieu of the issue of Broker Options.

4.3 Specific information required by ASX Listing Rule 7.1 for the Placement Options

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

Person to whom the Securities will be issued to	Placement Participants (being various Sophisticated Investors and Professional Investors who are not related parties of the Company that were issued Shares under the April Placement)
Number of Securities and class to be issued	One (1) free attaching Option for every two (2) Placement Shares issued to Placement Participants, resulting in the proposed issue of up to 260,169,287 Placement Options.
Terms of Securities	The Placement Options will have an exercise price of \$0.025 per Placement Option and will expire at 5:00pm (AEST) on 7 May 2030, and will otherwise be subject to the terms set out in Schedule . The Placement Options will be issued under the Prospectus. There are no further material terms to disclose in respect of the Placement Options to be issued under this Resolution.
Date(s) of issue	The Company expects to issue Placement Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Placement Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules).
Price or consideration received	The Placement Options will be issued for nil cash consideration as they are to be issued as free-attaching Options to the April Placement Shares subscribed for under the April Placement.
Purpose of the issue	The Placement Options are issued as free-attaching options and therefore no funds will be raised from the issue of the Placement Options. However, funds raised from the exercise of the Placement Options are proposed to be used to advance the Company's global BNPL platform and broader Super

	App strategy, business development, general working capital, legal costs and costs of the offer (refer to ASX announcement on 15 April 2026).
Summary of material terms of agreement to issue	The issue of Placement Options is subject to Shareholder approval.
Voting exclusion statement	A voting exclusion statement for Resolution 4 applies and is included in the Notice preceding this Explanatory Statement.

4.4 Specific information required by ASX Listing Rule 7.1 for the Broker Options

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

Person to whom the Securities will be issued to	Clee Capital Pty Ltd (ACN 637 619 937)
Number of Securities and class to be issued	Up to 260,169,287 Broker Options to Clee Capital
Terms of Securities	The Broker Options will have an exercise price of \$0.025 per Broker Option and expire at 5:00pm (AEST) on 7 May 2030, and will otherwise be subject to the terms set out in Schedule . The Broker Options will be issued under the Prospectus. There are no further material terms to disclose in respect of the Broker Options to be issued under this Resolution.
Date(s) of issue	The Company expects to issue Broker Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Broker Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules).
Price or consideration received	The Broker Options will be issued in agreement with Clee Capital as part consideration for lead manager and broker services provided to the Company under the April Placement.
Purpose of the issue	The Broker Options are issued for nil cash consideration and therefore no funds will be raised from the issue of the Broker Options. However, funds raised from the exercise of the Broker Options are proposed to be used to advance the Company's global BNPL platform and broader Super App strategy, business development, general working capital, legal costs and costs of the offer (refer to ASX announcement on 15 April 2026).
Summary of material terms of agreement to issue	The issue of Broker Options is subject to Shareholder approval.

Voting exclusion statement	A voting exclusion statement for Resolution 5 applies and is included in the Notice preceding this Explanatory Statement.
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4.5 Board recommendation

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

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GLOSSARY

15% Placement Capacity has the meaning given to that term in section 1.2 of the Explanatory Statement.

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

April Placement has the meaning given to that term in section 3.1 of the Explanatory Statement.

April Placement Shares has the meaning given to that term in section 3.1 of the Explanatory Statement.

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

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

ASX Listing Rules means the Listing Rules of ASX.

BNPL means buy now, pay later services.

Board means the current board of Directors of the Company.

Broker Option has the meaning given to that term in section 4.1 of the Explanatory Statement.

Chair means the chair of the Meeting.

Clee Capital (or **Lead Manager**) means Clee Capital Pty Ltd (ACN 637 619 937).

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

Constitution means the Company's constitution.

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

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

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

Explanatory Statement means the explanatory statement accompanying the Notice.

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

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

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

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

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

Placement Option has the meaning given to that term in section 4.1 of the Explanatory Statement.

Placement Participants has the meaning given to that term in section 3.1 of the Explanatory Statement.

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

Prospectus has the meaning given to that term in section 4.1 of the Explanatory Statement.

Proxy Form means the proxy form accompanying the Notice.

Resolution means a resolution set out in the Notice.

Schedule means the schedule to this Notice.

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

Unlisted Options has the meaning given to that term in section 2.1 of the Explanatory Statement.

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Schedule

Terms and Conditions of Placement Options and Broker Options

Placement Options and Broker Options have the same terms and are together referred to as "**New Options**" in this Schedule

(a) **Entitlement to Shares**

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

(b) **Register**

The Company will maintain a register of holders of New Options in accordance with section 168(1)(b) of the Corporations Act.

(c) **Exercise Price**

The amount payable upon exercise of each New Option will be \$0.025 (**Exercise Price**).

(d) **Expiry Date**

Each New Option will expire at 5:00 pm (AEST) on 7 May 2030 (**Expiry Date**). A New Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(e) **Exercise Period**

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

(f) **Notice of Exercise**

The New 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 New Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

New Options do not need to be exercised in one tranche. A New Option holder may exercise its New Options in as many tranches as it elects provided that each tranche is for a minimum of 100 New Options (or otherwise is for all of the New Options held by the New Option holder) and exercise is before the Expiry Date.

There is no brokerage payable when New Options are exercised.

(g) **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, in cleared funds, of the Exercise Price for each New Option being (**Exercise Date**).

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

Within 10 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 New 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 things necessary to satisfy section 708A(11) of the Corporations Act, to ensure that an offer for the 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 New Options.

(i) **Shares issued on exercise**

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

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

If admitted to the Official List of the ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon exercise of the New Options.

If the ASX does not grant permission for quotation of the New Options within three (3) months after the date of this Prospectus (or any later date permitted by law), none of the New Options will be issued and if any have been issued, the issue will be void in accordance with section 723 of the Corporations Act, unless ASIC grants an exemption permitting the issue.

(k) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed (including consolidation, subdivision, reduction or return of capital), all rights of a holder of New Option are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.

(l) **Participation in new issues**

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

(m) **Change in exercise price**

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

(n) **Transferability**

The New Options will be transferable subject to (i) meeting the ASX's minimum eligibility criteria for quotation (and actually being quoted, which cannot be guaranteed), (ii) the terms of the Corporations Act and the Listing Rules and (iii) any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

(o) **Amendments**

These terms and conditions of the New Options may be amended as necessary by the Company, subject to compliance with the Listing Rules, and provided that the economic and other rights of the New Options holder are not diminished or terminated following such amendment.



Ovanti Limited | ABN 11 091 192 871

Proxy Voting Form

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

Your proxy voting instruction must be received by **11:00am (AEST) on Tuesday, 16 June 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://portal.automic.com.au/investor/home> 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

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

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+61 2 9698 5414 (Overseas)

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