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GRATIFII LIMITED

ACN 125 688 940

NOTICE OF ANNUAL GENERAL MEETING

TIME: 10:00am (AEDT)

DATE: 27 November 2026

How to attend: Via the online platform at: **investor.automic.com.au**

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

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the company secretary on 1300 288 664.

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IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Gratifii Limited ACN 125 688 940 (**Company** or **Gratifii**) will be held at 10:00am (AEDT) on 27 November 2026 via the online platform provided by our Share Registry, Automic.

Pursuant to the Company's revised Constitution approved by Shareholders at the Company's Extraordinary General Meeting on 9 June 2022, the Board has made the decision that this will be a virtual Meeting only. Shareholders who attend virtually will be considered present.

The Company is pleased to provide Shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic.

Shareholders that have an existing account with Automic will be able to watch, listen and vote online.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting.

An account can be created via the following link **investor.automic.com.au** and then clicking on "**register**" and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

Shareholders will be able to vote (see the "Voting virtually at the Meeting" section of this Notice of Meeting below) and ask questions at the virtual Meeting.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company.

Questions must be submitted in writing to Ben Newling, Company Secretary at **benn@gratifii.com** at least 48 hours before the AGM.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its 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 as at 10:00am (AEDT) on Wednesday, 25 November 2026.

VOTING VIRTUALLY AT THE MEETING

Shareholders who wish to vote virtually on the day of the AGM can do so by logging into the Automic shareholder portal.

1. Open your internet browser and go to **investor.automic.com.au**
2. Login using your username and password. If you do not already have an account, click "**Register**" and follow the prompts. **Shareholders are encouraged to register prior to the commencement of the Meeting to avoid delays in accessing the virtual platform.**
3. After logging in, a banner will appear at the bottom of your screen when the Meeting is open for registration. Click "**Register**". Alternatively, select Meetings from the left-hand menu.
4. Click on "**Join Meeting**" and follow the prompts.
5. When the Chair of the Meeting declares the poll open, select the "**Voting**" dropdown menu on the right-hand side of your screen.
6. Select either the "**Full**" or "**Allocate**" option to access your electronic voting card.
7. Follow the prompts to record your voting direction for each resolution and click "**Submit votes**". For allocated votes, the number of votes submitted must not exceed your remaining available units. ***Important***: *Votes cannot be amended once submitted.*

For further information on the live voting process please see the **Registration and Voting Guide** at **https://www.automicgroup.com.au/virtual-agms/**

It is recommended that Shareholders wishing to attend the Meeting log in from 15 to 30 minutes prior to the scheduled start time.

VOTING BY PROXY

Shareholders may lodge a direct vote or appoint a proxy online or by submitting a voting form to the Company's Share Registry (Automic).

To vote by proxy, please use one of the following methods:

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Online	Lodge the Proxy Form online at **https://singleholding.automic.com.au/login** by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgement process please see the **Online Proxy Lodgement Guide** at **https://www.automicgroup.com.au/virtual-agms/**
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: **meetings@automicgroup.com.au**

Your proxy instruction must be received not later than 10:00am (AEDT) on Wednesday, 25 November 2026, being 48 hours before the commencement of the Meeting.

Proxy Forms received later than this time will be invalid.

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; 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.

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); and

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- 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 of the meeting 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; and
- the appointed proxy is not the chair of the meeting; 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.

Proxy Voting by the Chair

The Corporations Act imposes prohibitions on KMP and their closely related parties from voting their Shares (and/or voting undirected proxies) on, amongst other things, remuneration matters.

However, the Chair may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the Shareholder who has lodged the proxy has given an express voting direction to the Chair to exercise the undirected proxy.

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 each Resolution, even though Resolutions 1 and 4 to 7 are connected directly or indirectly with the remuneration of a member of KMP. In accordance with this express authority provided by you, the Chair will vote in favour of each 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.

Shareholders who wish to participate and vote at the virtual meeting are strongly encouraged to complete and submit their proxies as early as possible.

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

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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. FINANCIAL REPORT, DIRECTORS REPORT AND AUDITOR'S REPORT

To receive and consider the financial report, the directors' report and the auditor's report for the financial year ended 30 June 2026.

Note: this item of business is for discussion only and is not a resolution. However, Shareholders will be given a reasonable opportunity at the meeting to ask questions or make comments about each of these reports.

2. RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

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

"That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2026."

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company and is subject to voting exclusions which are set out below.

3. RESOLUTION 2: RE-ELECTION OF DIRECTOR – BRYAN ZEKULICH

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

"*That, Bryan Zekulich, a Director who retires by rotation in accordance with clause 13.2 of the Constitution and ASX Listing Rule 14.5, and being eligible offers himself for re-election, is re-elected as a Non-Executive Director of the Company.*"

4. RESOLUTION 3: ELECTION OF DIRECTOR – RODNEY WALKER

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

"*That, Rodney Walker, a Director appointed to fill a casual vacancy who retires in accordance with clause 13.4 of the Constitution and ASX Listing Rule 14.4, and being eligible offers himself for election, is elected as a Non-Executive Director of the Company.*"

5. RESOLUTION 4: APPROVAL TO ISSUE SHARES TO BRYAN ZEKULICH

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, Shareholders approve the issue of up to 2,000,000 Shares to Mr Bryan Zekulich (and/or his nominees) on the terms and conditions in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.*"

Note: This Resolution is subject to voting exclusions which are set out below.

6. RESOLUTION 5: APPROVAL TO ISSUE SHARES TO MICHAEL HILL

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

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"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 2,000,000 Shares to Mr Michael Hill (and/or his nominees) on the terms and conditions in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Note: This Resolution is subject to voting exclusions which are set out below.

7. RESOLUTION 6: APPROVAL TO ISSUE SHARES TO RODNEY WALKER

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, Shareholders approve the issue of up to 1,500,000 Shares to Mr Rodney Walker (and/or his nominees) on the terms and conditions in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Note: This Resolution is subject to voting exclusions which are set out below.

8. RESOLUTION 7: APPROVAL TO ISSUE SHARES TO FORMER DIRECTOR PATRINA KERR

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, Shareholders approve the issue of up to 500,000 Shares to Ms Patrina Kerr (and/or her nominees), a former Director, in lieu of the Directors' fees accrued but unpaid in respect of the period from 1 July 2026 to 30 September 2026 during which she was a Director, on the terms and conditions in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Note: This Resolution is subject to voting exclusions which are set out below.

9. RESOLUTION 8: RATIFICATION OF PRIOR ISSUE OF MOSH SHARES

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the prior issue of 5,484,956 Mosh Shares at an issue price of $0.034 each to the Mosh Vendors on 27 July 2026, on the terms and conditions set out in the Explanatory Statement."

Note: This Resolution is subject to voting exclusions which are set out below.

10. RESOLUTION 9: APPROVAL OF ADDITIONAL CAPACITY TO ISSUE SECURITIES UNDER ASX LISTING RULE 7.1A

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

"That, for the purpose of ASX Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of the Notice of Meeting."

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BY ORDER OF THE BOARD

Ben Newling

Company Secretary

Dated: 27 October 2026

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VOTING EXCLUSIONS

Voting exclusions and prohibitions under the Corporations Act and the Listing Rules

In accordance with section 250R(4) of the Corporations Act (in the case of Resolution 1) and the ASX Listing Rules (in the case of Resolutions 4 to 8), the Company will disregard any votes cast on Resolution 1, and any votes cast in favour of Resolutions 4 to 8, by or on behalf of:

Resolution 1 – Adoption of Remuneration Report	(a) a member of the Key Management Personnel (**KMP**) named in the Remuneration Report; or (b) their Closely Related Parties regardless of the capacity in which the vote is cast; or (c) as a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Parties. However, a person (the **Voter**) described above may cast, and the Company need not disregard, a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either: (d) the Voter is appointed as a proxy in writing that specifies the way the proxy is to vote on Resolution 1; or (e) the Voter is the Chair of the Meeting pursuant to an express authorisation to exercise the proxy as the Chair thinks fit even though the resolution is connected with the remuneration of the KMP.
Resolution 4 – Approval to issue Shares to Bryan Zekulich	(a) Bryan Zekulich (and/or his nominees); and (b) any other person who will obtain a material benefit as a result of the issue of the securities (except as a benefit solely by reason of being a holder of ordinary securities in the Company); or (c) an Associate of that person.
Resolution 5 – Approval to issue Shares to Michael Hill	(a) Michael Hill (and/or his nominees); and (b) any other person who will obtain a material benefit as a result of the issue of the securities (except as a benefit solely by reason of being a holder of ordinary securities in the Company); or (c) an Associate of that person.

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Resolution 6 – Approval to issue Shares to Rodney Walker	(a) Rodney Walker (and/or his nominees); and (b) any other person who will obtain a material benefit as a result of the issue of the securities (except as a benefit solely by reason of being a holder of ordinary securities in the Company); or (c) an Associate of that person.
Resolution 7 – Approval to issue Shares to Patrina Kerr	(a) Patrina Kerr (and/or her nominees); and (b) any other person who will obtain a material benefit as a result of the issue of the securities (except as a benefit solely by reason of being a holder of ordinary securities in the Company); or (c) an Associate of that person.
Resolution 8 – Ratification of prior issue of Mosh Shares	(a) a person who participated in the issue of, or is a counterparty to the agreement being approved in respect of, the Mosh Shares; or (b) an Associate of that person.

Voting prohibition statement – Resolutions 4 to 7

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on any of Resolutions 4 to 7 if the person is either a member of the KMP or a Closely Related Party of such a member, and the appointment does not specify the way the proxy is to vote on that Resolution.

However, the above prohibition does not apply if the proxy is the Chair and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the KMP.

However, the above voting exclusion statements under the Listing Rules will not apply to votes cast in favour of Resolutions 4 to 8 by:

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

(b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with directions given to the Chair to vote on the Resolutions as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

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(i) 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 Resolutions; and

(ii) the holder votes on the Resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

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EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2026 together with the Directors' Declaration, Directors' Report, Remuneration Report and Auditor's Report. There is no requirement that Shareholders formally approve the reports comprising the annual financial report.

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

The Chair will allow a reasonable opportunity at the Meeting for Shareholders to ask questions. Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor questions about the Auditor's Report, the conduct of its audit of the Company's annual financial report for the year ended 30 June 2026, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of the Company's auditor in relation to the conduct of the audit.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 Background

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

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the Directors' Report contained in the annual financial report of the Company for the year ended 30 June 2026.

The Chair of the meeting must allow a reasonable opportunity for its Shareholders to ask questions about or make comments on the Remuneration Report at the Meeting.

2.2 Voting consequences

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

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required, the Spill Resolution must be put to vote at the second of those annual general meetings.

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

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

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

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the 2025 remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.

However, in the event that 25% or more of votes that are cast are against adoption of the 2026 Remuneration Report at the Meeting, Shareholders should be aware that if a 'no' vote of 25% or more is cast for the same resolution at the 2027 annual general meeting, a Spill Resolution will be put to Shareholders at that meeting, which may result in the Directors (other than any Managing Director) ceasing to hold office and standing for re-election at a Spill Meeting.

2.4 Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the following:

If you appoint a member of the KMP (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member as your proxy –

You ***must*** direct your proxy how to vote on this Resolution. Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

If you appoint the Chair as your proxy (where he/she is also a member of the KMP whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member) –

You ***may***, but ***do not*** need to direct your proxy how to vote on this Resolution.

If you appoint any other person as your proxy –

You ***may***, but ***do not*** need to direct your proxy how to vote on this Resolution.

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3. RESOLUTION 2: RE-ELECTION OF DIRECTOR – BRYAN ZEKULICH

3.1 Background

The Constitution requires that an election of Directors, other than a Managing Director, must be held each year and one-third of the Directors (or, if their number is not a multiple of 3, the number nearest one-third, rounded upwards in case of doubt) shall retire and submit themselves for re-election. The Company currently has 4 Directors. Under clause 13.4 of the Constitution, Rodney Walker, having been appointed to fill a casual vacancy, is not taken into account in determining the Directors who are to retire by rotation. Accordingly, one-third of the remaining 3 Directors, being one Director, must retire by rotation at this Meeting. Michael Hill was last elected at the Company's 2025 annual general meeting. Bryan Zekulich, being the Director who has been longest in office since his last election, retires by rotation and, being eligible, offers himself for re-election. Rodney Walker retires under clause 13.4 of the Constitution and seeks election under Resolution 3. In addition, no Director, except a Managing Director, can hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer (without re-election).

Bryan Zekulich was last elected a Non-Executive Director on 25 November 2024.

Bryan Zekulich has over 30 years' experience in the Australian M&A market, including divestments, strategic finance, capital raisings and advising on ASX listing requirements.

Bryan was the Managing Partner of EY's Private Equity division and is also a Board member, former Treasurer and Company Secretary of the Australian Investment Council (formerly the Australian Private Equity and Venture Capital Association "AVCAL"). He is also a former Director of Hockey Australia Limited.

If re-elected, the Board considers that Mr Zekulich will continue to be an independent Director.

3.2 Board recommendation

The Board, (with Mr Bryan Zekulich abstaining), supports the re-election of Bryan Zekulich as a Director and recommends Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3: ELECTION OF DIRECTOR – RODNEY WALKER

4.1 Background

Rodney Walker was appointed by the Board as a Director to fill a casual vacancy on 1 October 2026. Under the Constitution and ASX Listing Rule 14.4, a Director appointed to fill a casual vacancy holds office only until the conclusion of the next Annual General Meeting and is then eligible for election. Accordingly, Rodney Walker retires at the Meeting and, being eligible, offers himself for election.

Mr Walker has more than 35 years' experience as a senior executive, director and adviser in Australia, the United States and Canada. A former Chief Executive Officer and Managing Director, he has served as chair and non-executive director of listed, private, private equity-backed, founder-led and not-for-profit

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organisations in the retail, restaurant, healthcare, technology, digital commerce and services sectors.

Mr Walker has led and supported businesses through major acquisitions, mergers, turnarounds, initial public offerings, strategic exits and periods of significant growth. He has chaired organisations including Carpet Court Australia, Godfreys, The PAS Group, Bras N Things and Witchery Fashions.

If elected, the Board considers that Mr Walker will be an independent Director.

4.2 Board recommendation

The Board, (with Mr Rodney Walker abstaining), supports the election of Rodney Walker as a Director and recommends Shareholders vote in favour of Resolution 3.

5. RESOLUTIONS 4 TO 7: APPROVAL TO ISSUE SHARES TO BRYAN ZEKULICH, MICHAEL HILL, RODNEY WALKER AND PATRINA KERR

In accordance with ASX Listing Rule 10.11, approval is sought to issue Shares to Directors Bryan Zekulich, Michael Hill and Rodney Walker, and to former Director Patrina Kerr, in lieu of Director fees.

5.1 Background

The Company has agreed, subject to Shareholder approval, to issue Bryan Zekulich, Michael Hill, and Rodney Walker (or their respective nominees) (the **Relevant Directors**) Shares in lieu of their Directors' fees (including superannuation) for the financial year ending 30 June 2027 (**FY27**) or, in the case of Mr Walker, for the period of FY27 from his appointment as a Director on 1 October 2026 to 30 June 2027 (being three-quarters of FY27). The Company has also agreed, subject to Shareholder approval, to issue Shares to former Director Patrina Kerr (or her nominee) in lieu of her Directors' fees (including superannuation) that have accrued but are unpaid in respect of the period from 1 July 2026 to 30 September 2026, during which she was a Director. The Company proposes to issue Shares to the Relevant Directors:

(a) in arrears for the Directors' fees that have accrued but are unpaid in respect of the period from 1 July 2026 (or, in the case of Mr Walker, 1 October 2026) to the date of issue; and

(b) in advance of the Directors' fees to be earned for the remainder of FY27.

5.2 Value of Shares

The value of these Directors' fees for FY27 (and consequently the value of the Shares proposed to be issued in lieu of these fees) is $60,000 for each of Mr Zekulich and Mr Hill and $45,000 for Mr Walker (reflecting his appointment on 1 October 2026). The value of the Directors' fees accrued but unpaid to Ms Kerr (and consequently the value of the Shares proposed to be issued to her) is $15,000. As Ms Kerr's fees have fully accrued, the undertaking below does not apply to her. In the event that any of the Relevant Directors resigns or otherwise ceases to be a Director (including if not elected or re-elected at the Meeting) prior to 30 June 2027, each Relevant Director has undertaken to the Company to, at the Company's discretion:

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(a) return any Shares issued in lieu of Director's fees that have not accrued at the time they cease to be a Director (**Unearned Shares**); or

(b) sell the Unearned Shares and remit the proceeds of the sale to the Company.

5.3 Issue Price / number of Shares

The number of Shares to be issued to the Relevant Directors will be calculated by dividing the amount of cash fees payable for FY27 by the higher of:

(a) $0.03 per Share; or

(b) the volume weighted average price of Shares for the 30 calendar days ended on the date of issue which the Company expects to be in December 2026 and in any event no later than 1 month after the date of this Meeting.

Consequently, the exact number of Shares to be issued to the Relevant Directors cannot be calculated as it is subject to the above formula, and in any case no more than 2,000,000 Shares (being $60,000 divided by $0.03) will be issued to each of Mr Zekulich and Mr Hill, and no more than 1,500,000 Shares (being $45,000 divided by $0.03) will be issued to Mr Walker.

The $0.03 per share has been arrived at by agreement and to provide a floor price to ensure a maximum number of shares issued to each Relevant Director is approved by shareholders.

The number of Shares to be issued to Ms Kerr will be calculated on the same basis, by dividing $15,000 by the higher of the amounts in paragraphs (a) and (b) above, and in any case no more than 500,000 Shares will be issued to Ms Kerr.

5.4 Approval sought for the purposes of ASX Listing Rule 10.11

ASX Listing Rule 10.11 states that an entity must not issue or agree to issue Equity Securities to certain parties (which includes a Director and a person who was a Director at any time in the previous 6 months) without the approval of Shareholders.

Accordingly, Resolutions 4, 5, and 6 seek Shareholder approval under ASX Listing Rule 10.11 for the issue of Shares to each Relevant Director, and Resolution 7 seeks Shareholder approval under ASX Listing Rule 10.11 for the issue of Shares to Ms Kerr.

If Shareholder approval is not received for one or more of the Relevant Directors or Ms Kerr, their Directors' fees will be paid in cash.

If Shareholder approval is obtained for one or more of the Relevant Directors or Ms Kerr, those persons will be issued Shares on the terms set out in this Explanatory Statement.

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5.5 Approval for the purposes of Chapter 2E of the Corporations Act not sought

For a public company, or an entity that a public company controls, to give a financial benefit to a Related Party of the public company, the public company or controlled entity must:

(a) obtain the approval of the public company's members in the manner set out in sections 221 to 227 of the Corporations Act; and

(b) give the benefit within 15 months following such approval,

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

A 'financial benefit' for the purposes of the Corporations Act has a wide meaning and, at first instance, captures the Director fees to be paid to Mr Zekulich, Mr Hill, Mr Walker and Ms Kerr. Ms Kerr remains a Related Party of the Company as she was a Director within the previous 6 months. Consequently, the issue of the Shares the subject of Resolutions 4 to 7 will, for the purposes of Chapter 2E of the Corporations Act, constitute giving a financial benefit to a Related Party of the Company.

However, as the issue of the Shares the subject of Resolutions 4 to 7 will be made in lieu of payment of Director fees for FY27, the Directors are of the view that the giving of the financial benefit to any of Mr Zekulich, Mr Hill, Mr Walker or Ms Kerr is reasonable remuneration and falls within the reasonable remuneration exception in section 211 of the Corporations Act.

Accordingly, the Company considers that Shareholder approval for the purposes of Chapter 2E is not required in respect of the issue of the Shares the subject of Resolutions 4 to 7.

5.6 Information required under ASX Listing Rule 10.13

In accordance with ASX Listing Rule 10.13, the following information is provided:

Person to whom the Shares will be issued	**Bryan Zekulich, Michael Hill, Rodney Walker, Patrina Kerr or their nominees**
Category to whom the Person belongs	ASX Listing Rule 10.11.1, by virtue of being a Director (or, in the case of Ms Kerr, a person who was a Director within the previous 6 months).
Number and class of securities	A maximum of 5,500,000 Shares will be issued in total to all Relevant Directors, being a maximum of 2,000,000 Shares to each of Mr Zekulich and Mr Hill and a maximum of 1,500,000 Shares to Mr Walker. A maximum of 500,000 Shares will be issued to Ms Kerr, being a maximum of 6,000,000 Shares in aggregate under Resolutions 4 to 7.

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Proposed date of issue	No later than 1 month after the date of the Meeting.
Price of the issue	As set out in Sections 5.2 and 5.3 of the Explanatory Statement, no consideration will be received by the Company for the issue of Shares, rather it will reduce the Company's obligation to make cash payments to the Relevant Directors and Ms Kerr for their services as Directors.
Purpose of the issue	To align Director interests with that of the Company and minimise the cash outflows of the Company, thereby preserving its cash reserves.
Total remuneration package	FY27: $60,000 each for Mr Zekulich and Mr Hill, and $45,000 for Mr Walker (from 1 October 2026), including superannuation, proposed to be issued in Shares under Resolutions 4 - 6 plus 1,018,518 Loan Funded Shares each for Mr Zekulich and Mr Hill as approved by shareholders on 25 November 2024 for each of Mr Zekulich and Mr Hill (Mr Walker was not a Director at that time and holds no Loan Funded Shares). In FY27, $8,019 will be recognised for each of Mr Zekulich and Mr Hill utilising the binomial valuation methodology. Ms Kerr: $15,000 including superannuation for the period from 1 July 2026 to 30 September 2026, proposed to be issued in Shares under Resolution 7.
Summary of agreement	Mr Zekulich and Mr Hill have each entered into a letter amending their appointment letter, and Mr Walker's letter of engagement (entered into on his appointment on 1 October 2026) contains equivalent terms, as summarised in Sections 5.1 to 5.3. Each of those letters also clarifies that the relevant Director is responsible for any withholding tax which may apply. Ms Kerr has agreed with the Company to receive Shares in lieu of her accrued but unpaid Directors' fees.
Voting exclusion statement	A voting exclusion statement for each of Resolutions 4 to 7 is included in this Notice.

5.7 Board Recommendation

Given the interests of the non-executive Directors in these items, the Board makes no recommendation in relation to Resolutions 4, 5 and 6. The Directors recommend that Shareholders vote in favour of Resolution 7.

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6. RESOLUTION 8: RATIFICATION OF PRIOR ISSUE OF MOSH SHARES

6.1 Background

Resolution 8 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the prior issue of Mosh Shares. On 27 July 2026, the Company completed the acquisition of Mosh for NZ$0.56m in cash paid upfront and NZ$0.24 million in scrip. The Mosh Shares were issued to the Mosh Vendors as the scrip component of that consideration.

6.2 Approval sought for the purposes of ASX Listing Rule 7.4

Broadly, ASX Listing Rule 7.1 provides that a company may not, without the approval of Shareholders, issue Equity Securities that in aggregate exceed 15% of its issued capital in any 12 month period (the **15% Placement Capacity**).

ASX Listing Rule 7.4 provides that where a company's Shareholders ratify a prior issue of Equity Securities made under its 15% Placement Capacity (and provided the issue did not breach ASX Listing Rule 7.1), those Equity Securities are treated as having been issued with Shareholder approval for the purposes of ASX Listing Rule 7.1. This has the effect of refreshing the company's 15% Placement Capacity.

Accordingly, Resolution 8 seeks Shareholder ratification of the prior issue of the Mosh Shares, so as to refresh the Company's capacity to issue further Equity Securities under its 15% Placement Capacity without the requirement to obtain Shareholder approval.

If Resolution 8 is passed, the Mosh Shares will be excluded when calculating the Company's 15% Placement Capacity, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 8 is not passed, the Mosh Shares will be included when calculating the Company's 15% Placement Capacity, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval.

6.3 Specific information required by ASX Listing Rule 7.5

In accordance with ASX Listing Rule 7.5, the following information is provided:

(a) the Mosh Shares were issued to the Mosh Vendors, none of whom are related parties, a substantial holder or an adviser to the Company. No Mosh Vendor (or their Associates) holds more than 1% of the Company's issued capital;

(b) 5,484,956 Mosh Shares were issued under the Company's 15% Placement Capacity;

(c) the Mosh Shares rank equally in all respects with the Company's existing Shares on issue;

(d) the Mosh Shares were issued on 27 July 2026;

(e) the Mosh Shares were issued at an issue price of $0.034 per Share;

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(f) the Mosh Shares were issued as consideration for the Company's acquisition of Mosh, and accordingly no funds were raised from the issue;

(g) the Mosh Shares were issued under a Share Purchase Agreement, a summary of the material terms of which is:

(i) NZ$0.56m in cash paid on completion

(ii) NZ$0.24m in scrip based consideration

(iii) Up to NZ$159k based on achievement of EBITDA targets; and

(h) a voting exclusion statement for Resolution 8 is included in this Notice.

6.4 Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 8.

7. RESOLUTION 9: APPROVAL OF ADDITIONAL CAPACITY TO ISSUE SECURITIES UNDER ASX LISTING RULE 7.1A

7.1 Background

Resolution 9 seeks Shareholder approval to have the capacity to issue up to 10% of the issued capital of the Company without using the Company's existing 15% Placement Capacity under ASX Listing Rule 7.1.

7.2 Approval sought under ASX Listing Rule 7.1A

ASX Listing Rule 7.1 limits the number of Equity Securities that the Company may issue without Shareholder approval to 15% of its issued capital in any 12 month period.

Separately, under ASX Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase its 15% Placement Capacity by an extra 10% to 25% (**10% Placement Capacity**).

An 'eligible entity' for the purposes of ASX Listing Rule 7.1A is an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of $300 million or less. The Company is an eligible entity for these purposes.

This Resolution seeks Shareholder approval by way of special resolution for the Company to have the additional 10% Placement Capacity provided for in ASX Listing Rule 7.1A to issue Equity Securities without Shareholder approval. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of this Resolution for it to be passed.

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

If this Resolution is not passed, the Company will not be able to access the additional 10% Placement Capacity to issue Equity Securities without Shareholder approval provided for in ASX Listing Rule 7.1A and will remain

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subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in ASX Listing Rule 7.1.

Subject to Shareholder approval, the number of Equity Securities the Company may issue under the 10% Placement Capacity will be calculated in accordance with the following formula:

(A x D) – E

Where:

A is the number of Shares on issue at the commencement of the relevant period:

(i) plus the number of Shares issued in the relevant period under an exception in ASX Listing Rule 7.2 other than exception 9, 16 or 17;

(ii) plus the number of Shares issued in the relevant period on the conversion of convertible securities within ASX Listing Rule 7.2 exception 9 where:

(A) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or

(B) the issue of, or agreement to issue, the convertible securities was approved or taken under these rules to have been approved, under ASX Listing Rule 7.1 or ASX Listing Rule 7.4;

(iii) plus the number of Shares issued in the relevant period under an agreement to issue securities within ASX Listing Rule 7.2 exception 16 where:

(A) the agreement was entered into before the commencement of the relevant period; or

(B) the agreement or issue was approved, or taken under these rules to have been approved, under ASX Listing Rule 7.1 or ASX Listing Rule 7.4;

(iv) plus the number of Shares issued in the relevant period with approval under ASX Listing Rule 7.1 or ASX Listing Rule 7.4;

(v) plus the number of partly paid shares that became fully paid in the relevant period; and

(vi) less the number of Shares cancelled in the relevant period.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by Shareholders under ASX Listing Rule 7.4.

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As at the date of this Notice, the Company has on issue 689,991,565 Shares, and therefore has the capacity to issue:

(a) 98,013,778 new Shares under ASX Listing Rule 7.1 (after taking into account the 5,484,956 Mosh Shares issued under the 15% Placement Capacity), or 103,498,734 new Shares if Resolution 8 is passed; and

(b) subject to Shareholder approval, 68,999,156 Shares under ASX Listing Rule 7.1A.

7.3 Information required under ASX Listing Rule 7.3A

In accordance with ASX Listing Rule 7.3A, the following information is provided:

(a) **Minimum Price**

The Equity Securities must be issued for cash consideration which is not less than 75% of the VWAP of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

(i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or

(ii) if the Equity Securities are not issued within 10 ASX trading days of the date referred to in paragraph (i) above, the date on which the Equity Securities are issued.

(b) **Date of Issue**

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting at which approval is obtained and expiring on the first to occur of the following:

(i) 12 months after the date of this Meeting;

(ii) the time and date of the Company's next annual general meeting; or

(iii) the time and date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking).

(c) **Risk of voting dilution**

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares.

If this Resolution is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Capacity, existing Shareholders' economic and voting power in the Company will be diluted.

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The table below sets out the potential dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on Issue	**Dilution**			
(Variable 'A' in ASX Listing Rule 7.1A2)	**Issue Price (per Share)**	**$0.015** **50% decrease in Issue Price**	**$0.03** **Issue Price**	**$0.045** **50% increase in Issue Price**
689,991,565	**Shares issued:** **10% voting dilution**	68,999,156 shares	68,999,156 shares	68,999,156 shares
(Current Variable A)	**Funds raised**	$1,034,987	$2,069,975	$3,104,962
1,034,987,348 (50% increase in Variable A)	**Shares issued:** **10% voting dilution**	103,498,735 shares	103,498,735 shares	103,498,735 shares
	Funds raised	$1,552,481	$3,104,962	$4,657,443
1,379,983,130 (100% increase in Variable A)	**Shares issued:** **10% voting dilution**	137,998,313 shares	137,998,313 shares	137,998,313 shares
	Funds raised	$2,069,975	$4,139,949	$6,209,924

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

The table above is based on the following assumptions:

(i) There are currently 689,991,565 Shares on issue and all figures in the table are calculated on an undiluted basis.

(ii) The issue price set out above is the closing price of Shares on the ASX on 30 September 2026.

(iii) The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.

(iv) The issue of Equity Securities under the 10% Placement Capacity consists only of Shares.

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(v) The table shows only the effect of issues of Equity Securities under ASX Listing Rule 7.1A, not under the 15% Placement Capacity under ASX Listing Rule 7.1.

(vi) The 10% voting dilution reflects the aggregate percentage dilution against the issued Share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

(vii) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

(viii) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the approval under ASX Listing Rule 7.1A; and

(ix) the Equity Securities may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(d) **Purpose of issue / use of funds**

Any Equity Securities issued under the 10% Placement Capacity must be for cash only, and the proceeds will be applied to fund the Company's existing and future activities, appraisal of corporate opportunities, investments in new businesses (if any), the costs incurred in undertaking placement(s) of Shares under ASX Listing Rule 7.1A and for general working capital.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A(4) and 3.10.3 upon issue of any Equity Securities.

(e) **Allocation policy**

The allottees under the 10% Placement Capacity have not yet been determined as at the date of this Notice but may consist of existing Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the allottees at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

(i) the purpose of the issue;

(ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;

(iii) the effect of the issue of the Equity Securities on the control of the Company;

(iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;

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(v) prevailing market conditions; and

(vi) advice from corporate, financial and broking advisers (if applicable).

(f) **Previous approval**

The Company obtained Shareholder approval under ASX Listing Rule 7.1A at its annual general meeting held on 21 November 2025

In the 12 months preceding the date of the Meeting, the Company issued a total of 43,120,062 Equity Securities under ASX Listing Rule 7.1A.2, representing 10% of the total number of Equity Securities on issue at the commencement of that 12-month period. Those Shares were issued as part of a placement of 105,875,000 Shares on 21 May 2026, the balance of which (62,754,938 Shares) was issued under the Company's 15% Placement Capacity under ASX Listing Rule 7.1. Details of the Shares issued under ASX Listing Rule 7.1A.2 are set out below.

- Date of issue: 21 May 2026.
- Number and class: 43,120,062 Shares.

Recipients: The Shares were issued to sophisticated and professional investors identified by Stralis Capital and Henslow Pty Ltd as joint lead managers and the Company through a bookbuild process. The Shares issued under ASX Listing Rule 7.1 and ASX Listing Rule 7.1A.2 were issued under the same placement and on the same terms, were not allocated to particular investors by reference to the placement capacity used. No related party, member of the KMP, substantial holder or adviser of the Company, or an Associate of any of them, was issued more than 1% of the Company's issued capital under the placement.

Issue price: $0.04 per Share, representing a discount of 14.9% to the closing market price of Shares on 12 May 2026.

Total cash consideration: $1,724,802 (before costs).

Use of funds: A total of $10m has been raised, inclusive of the $1.7m under Listing Rule 7.1A. $5m of the funds raised has been spent on the strategic investment in Marketplacer and the remaining $5m has been spent on synergy execution, transaction costs and working capital. As the Shares formed part of a single placement, the funds raised from them have been applied together with the other proceeds of the placement.

7.4 Voting Exclusion

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under the 10% Placement Capacity the subject of this Resolution, and has not approached any particular existing Shareholder or identifiable class of existing Shareholders to participate in any such issue.

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Therefore, no existing Shareholders will be excluded from voting on this Resolution.

7.5 Recommendation

The Board recommends Shareholders vote in favour of Resolution 9.

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8. GLOSSARY

10% Placement Capacity means the additional capacity to issue Equity Securities under ASX Listing Rule 7.1A that Resolution 9 seeks to approve, being up to a further 10% of the Company's issued capital in any 12 month period.

15% Placement Capacity means the number of Equity Securities that the Company may issue without Shareholder approval under ASX Listing Rule 7.1, being 15% of the Company's issued capital in any 12 month period.

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

AGM, Annual General Meeting or Meeting means the meeting convened by the Notice.

Annexure means an annexure of this Notice.

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 the ASX.

Auditor's Report means the auditor's report set out in the Company's annual financial report for the year ended 30 June 2026.

Board means the current board of Directors of the Company.

Chair means the chair of the Meeting.

Closely Related Party of a member of the KMP means:

(a) a spouse or child of the member;

(b) a child of the member's spouse;

(c) a dependent of the member or the members' spouse;

(d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member in the member's dealing with the entity;

(e) a company the member controls; or

(f) a person prescribed by the *Corporations Regulations 2001* (Cth).

Company or **Gratifii** means Gratifii Limited ACN 125 688 940.

Constitution means the Company's constitution.

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

Directors' Declaration means the declaration of the Directors set out in the Company's annual financial report for the year ended 30 June 2026.

Directors' Report means the report of the Directors set out in the Company's annual financial report for the year ended 30 June 2026.

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.

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FY27 means the financial year ending 30 June 2027.

KMP means Key Management Personnel, being the people with authority and responsibility for planning, directing and controlling the activities of the Company, including its directors.

Loan Funded Shares means a Share issued under the Loan Funded Share Plan.

Loan Funded Share Plan means the Gratifii Limited Loan Funded Share Plan as approved by shareholders in November 2024.

Managing Director has the meaning given in the Constitution.

Mosh means Mosh Social Media Limited NZBN 9429032029284

Mosh Shares means the 5,484,956 Shares issued by the Company on 27 July 2026, the ratification of which is sought under Resolution 8.

Mosh Vendors means:

(a) East Tamaki No.34 Limited;

(b) Julian Thompson;

(c) Jon Emile Randles; and

(d) Kellie Thompson.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

Related Party as defined in section 228 of the Corporations Act.

Relevant Directors means Bryan Zekulich, Michael Hill and Rodney Walker.

Remuneration Report means the remuneration report set out in the Directors' Report.

Resolution means a resolution set out in the Notice.

Section means a section of the Explanatory Statement.

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

Shareholder means a holder of a Share.

Spill Meeting has the meaning given in Section 2.2 of the Explanatory Statement.

Spill Resolution has the meaning given in Section 2.2 of the Explanatory Statement.

Unearned Shares has the meaning given in Section 5.2 of the Explanatory Statement.

VWAP means the volume weighted average price.

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Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Gratifii Limited | ABN 47 125 688 940

SAMPLE

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Your proxy voting instruction must be received by **10:00am (AEDT) on Wednesday, 25 November 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

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

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Gratifii Limited, to be held virtually at **10:00am (AEDT) on Friday, 27 November 2026** hereby:

Appoint the Chair of the Meeting (Chair) to vote in accordance with the following directions (or if no directions have been given, and subject to the relevant laws, as the Chair sees fit) at this meeting and at any adjournment thereof.

Please note: If you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy. If the person so named is absent from the meeting, or if no person is named, the Chair will act on your behalf.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by marking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 4, 5, 6 and 7 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 4, 5, 6 and 7 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

VIRTUAL PARTICIPATION AT THE MEETING:

The Company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic, where shareholders will be able to watch, listen, and vote online.

To access the virtual meeting:

1. Open your internet browser and go to **investor.automic.com.au**
2. Login with your username and password or click **"register"** if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.

STEP 2 - Your voting direction

	Resolutions	For	Against	Abstain		Resolutions	For	Against	Abstain
1	ADOPTION OF REMUNERATION REPORT				6	APPROVAL TO ISSUE SHARES TO RODNEY WALKER			
2	RE-ELECTION OF DIRECTOR – BRYAN ZEKULICH				7	APPROVAL TO ISSUE SHARES TO FORMER DIRECTOR PATRINA KERR			
3	ELECTION OF DIRECTOR – RODNEY WALKER				8	RATIFICATION OF PRIOR ISSUE OF MOSH SHARES			
4	APPROVAL TO ISSUE SHARES TO BRYAN ZEKULICH				9	APPROVAL OF ADDITIONAL CAPACITY TO ISSUE SECURITIES UNDER ASX LISTING RULE 7.1A			
5	APPROVAL TO ISSUE SHARES TO MICHAEL HILL								

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution and your votes will not be counted in computing the required majority on a poll.

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY) / /

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).

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