

**Ovanti Limited**  
**Appendix 4D**  
**Half-year report**

**1. Company details**

Name of entity:	Ovanti Limited
ABN:	11 091 192 871
Reporting period:	For the half-year ended 31 December 2025
Previous period:	For the half-year ended 31 December 2024

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**2. Results for announcement to the market**

			\$
Revenues from ordinary activities	down	35.1% to	1,347,029
Loss from ordinary activities after tax attributable to the owners of Ovanti Limited	up	72.7% to	(8,178,837)
Loss for the half-year attributable to the owners of Ovanti Limited	up	72.7% to	(8,178,837)

*Dividends*

There were no dividends paid, recommended or declared during the current financial period.

*Comments*

The loss for the consolidated entity after providing for income tax amounted to \$8,178,837 (31 December 2024: \$4,734,891).

The loss for the half-year includes an impairment of \$1,681,947 in relation to the consolidated entity's investment in 1-Destinasi Sdn Bhd. Refer to note 6 of the attached financial statements.

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**3. Net tangible assets**

	Reporting period Cents	Previous period Cents
Net tangible assets per ordinary security	<u>0.27</u>	<u>0.41</u>

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**4. Control gained over entities**

Not applicable.

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**5. Loss of control over entities**

Not applicable.

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**6. Dividends**

*Current period*

There were no dividends paid, recommended or declared during the current financial period.

*Previous period*

There were no dividends paid, recommended or declared during the previous financial period.

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**7. Dividend reinvestment plans**

Not applicable.

**8. Details of associates and joint venture entities**

Not applicable.

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**9. Foreign entities**

*Details of origin of accounting standards used in compiling the report:*

Not applicable.

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**10. Audit qualification or review**

*Details of audit/review dispute or qualification (if any):*

The financial statements were subject to a review by the auditors and the review report is attached as part of the Interim Report.

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**11. Attachments**

*Details of attachments (if any):*

The Interim Report of Ovanti Limited for the half-year ended 31 December 2025 is attached.

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**12. Signed**

Signed



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Date: 27 February 2026

Daler Fayziev  
Executive Chairman

**Ovanti Limited**

**ABN 11 091 192 871**

**Interim Report - 31 December 2025**

**Ovanti Limited**  
**Directors' report**  
**31 December 2025**

The directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'consolidated entity') consisting of Ovanti Limited (referred to hereafter as the 'company' or 'parent entity') and the entities it controlled at the end of, or during, the half-year ended 31 December 2025.

**Directors**

The following persons were directors of Ovanti Limited during the whole of the financial half-year and up to the date of this report, unless otherwise stated:

Daler Fayziev  
Mohammad Shahrudin  
Joshua Quinn  
Richard Gordon

**Principal activities**

Ovanti 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 provide mobile OTT (over-the-top) services that leverage their subscriber base to build active communities. In addition to the Malaysian operations, the Company is expanding operations for buy now, pay later services (BNPL) into the United States of America (USA). 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 as it enters the USA market.

**Review of operations**

The loss for the consolidated entity after providing for income tax amounted to \$8,178,837 (31 December 2024: \$4,734,891).

Overview

During the six months ended 31 December 2025, Ovanti materially advanced the commercial and infrastructure rollout of its **U.S. Buy Now, Pay Later ("BNPL")** platform, **Flote**.

The half year was characterised by:

- Execution of cornerstone distribution and infrastructure partnerships in the United States;
- Establishment of vertical-specific merchant channels;
- Advancement of a proposed Nasdaq listing via SPAC; and
- Capital raising to fund U.S. expansion and associated corporate initiatives.

The Company's strategy is to position Flote as a differentiated, open-banking-enabled BNPL solution leveraging real-time income and cash-flow data rather than traditional credit-score-based underwriting.

Strategic U.S. Partnerships and Distribution Infrastructure

*Speedway Motorsports – National Brand and Merchant Ecosystem Integration*

During the December quarter, Ovanti US entered into a three-year sponsorship and commercial agreement with Speedway Motorsports, under which Ovanti becomes the official e-commerce and BNPL partner.

Speedway Motorsports is one of the largest motorsports event promoters in the United States and operates premier NASCAR venues and associated digital commerce platforms. Under the agreement:

- Ovanti is designated as a key sponsor of the NASCAR Craftsman Truck Series commencing May 2026.
- Events are to be broadcast nationally on Fox Sports in the U.S., providing large-scale television exposure.
- Ovanti will receive integrated brand placement across Speedway's print, radio, television, social media and digital channels.
- Flote is intended to be embedded into Speedway's e-commerce ecosystem, including merchandise and ticketing channels.

**Ovanti Limited**  
**Directors' report**  
**31 December 2025**

This agreement serves both as a national brand awareness initiative and as a commercial integration opportunity, aligning Flote with high-traffic event commerce platforms and driving checkout visibility within a large and engaged consumer base.

The partnership supports Ovanti's strategy of embedding BNPL functionality within established consumer commerce ecosystems rather than relying solely on standalone merchant acquisition.

*Mastercard Open Finance (Finicity) – Core Data Infrastructure and Credit Decisioning*

Ovanti US entered into a contract with Finicity Corporation, a wholly-owned subsidiary of Mastercard Inc., to anchor Flote's open-finance data connectivity and infrastructure.

Finicity is a leading open banking and financial data aggregation platform in the United States. Under this agreement:

- Flote will integrate Finicity's secure, permissioned access to consumer financial data.
- The platform will leverage real-time account-level information, including income flows, transaction histories and cash-flow patterns.
- This infrastructure enables credit-score-agnostic underwriting and decisioning.
- Repayment structures can be aligned with consumer income cycles and cash-flow timing.
- The integration supports regulatory-compliant access to consumer-permissioned financial data.

This partnership is central to Flote's differentiation strategy. By utilising real-time financial data rather than relying primarily on traditional bureau scores, Ovanti aims to:

- Expand financing access to underserved or thin-file consumers;
- Improve risk calibration through live income verification;
- Enhance merchant conversion rates; and
- Reduce default risk through income-aligned repayment scheduling.

The Finicity integration forms a foundational component of Flote's open-finance-enabled decision engine and strengthens the Company's institutional-grade data and compliance framework in the U.S. market.

*Shift4 Payments – Merchant Network Distribution*

In August 2025, Ovanti entered into a minimum three-year strategic partnership with Shift4 Payments, Inc. (NYSE: FOUR), a leading U.S. payment processing and commerce solutions provider.

Shift4 processes more than US\$260 billion in annual transaction volume and services over 200,000 businesses across North America and Canada.

Under the agreement:

- Ovanti will launch its BNPL offering across Shift4's merchant network.
- The partnership provides distribution access to more than 100,000 merchants in North America.
- Flote will be integrated into Shift4's payment stack to support checkout-level deployment.

The Shift4 partnership establishes a scalable merchant acquisition channel, enabling Ovanti to leverage existing payments infrastructure rather than building merchant relationships solely on a direct basis.

*Ticketing Vertical – Anchor Merchant Integration*

Ovanti US signed an agreement with The Ticketing Co. to integrate Flote into its checkout environment.

The Ticketing Co.:

- Serves more than 1,650 event organisers across the United States.
- Has facilitated more than US\$55 million in ticket sales.
- Provides a multi-merchant, event-driven commerce channel.

**Ovanti Limited**  
**Directors' report**  
**31 December 2025**

Integration testing is scheduled around Flote's platform launch. This agreement positions Ovanti within a high-frequency, event-based transaction environment where flexible payment solutions can drive incremental ticket sales and higher conversion rates.

*Embedded Payments Infrastructure – Gr4vy Orchestration*

Flote entered into a strategic partnership with Gr4vy, a cloud-native payment orchestration platform.

This integration provides:

- Structured access to U.S. payment rails;
- Connectivity across acquirers and processors;
- Greater flexibility in routing and transaction management;
- Infrastructure readiness for scaling merchant integrations.

Collectively, the Speedway, Finicity, Shift4, Ticketing Co., and Gr4vy agreements establish the distribution, data, payments orchestration and brand infrastructure necessary for scalable U.S. operations.

*Malaysia*

The Company continues to operate the iSentric business which continues to perform in line with expectations servicing numerous large Malaysian banking and financial institutions.

The Company continues to explore the possibilities surrounding divesting its interest in the non-core business of IDSB on commercial terms.

Outlook

Ovanti enters the second half of FY2026 focused on:

- Finalising merchant integrations and infrastructure readiness for Flote's U.S. launch;
- Advancing the proposed Nasdaq de-SPAC transaction;
- Scaling merchant acquisition through established payments channels;
- Leveraging national brand exposure initiatives;
- Continuing development of its open-finance-enabled underwriting model.

The Board considers the infrastructure, distribution and data partnerships executed during the half year to represent material progress toward scalable U.S. BNPL operations.

**Significant changes in the state of affairs**

There were no significant changes in the state of affairs of the consolidated entity during the financial half-year.

**Matters subsequent to the end of the financial half-year**

On 5 January 2026, the company issued 200,000,000 fully paid ordinary share valued at \$0.0025 raising \$500,000 before costs.

On 20 January 2026, the company issued 566,893,425 fully paid ordinary share valued at \$0.001764 raising \$1,000,000 before costs.

On 23 January 2026, the company issued 582,750,583 fully paid ordinary share valued at \$0.001716 raising \$1,000,000 before costs.

On 13 February 2026, the company issued 786,543,365 fully paid ordinary share valued at \$0.001271 raising \$1,000,000 before costs.

No other matter or circumstance has arisen since 31 December 2025 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

**Ovanti Limited**  
**Directors' report**  
**31 December 2025**

**Auditor's independence declaration**

A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out immediately after this directors' report.

This report is made in accordance with a resolution of directors, pursuant to section 306(3)(a) of the Corporations Act 2001.

On behalf of the directors



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Daler Fayziev  
Executive Chairman

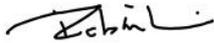
27 February 2026

**AUDITOR'S INDEPENDENCE DECLARATION  
UNDER SECTION 307C OF THE CORPORATIONS ACT 2001**

As lead auditor for the review of Ovanti Limited for the half-year ended 31 December 2025, I declare that, to the best of my knowledge and belief, there have been:

- (a) no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the review; and
- (b) no contraventions of any applicable code of professional conduct in relation to the review.

This declaration is in respect of Ovanti Limited.



**ROBIN KING HENG LI CA RCA**  
**DIRECTOR**  
**CONNECT NATIONAL AUDIT PTY LTD**  
Authorised Audit Company No. 521888  
27 February 2026

**Ovanti Limited**  
**Contents**  
**31 December 2025**

Consolidated statement of profit or loss and other comprehensive income	7
Consolidated statement of financial position	8
Consolidated statement of changes in equity	9
Consolidated statement of cash flows	10
Notes to the consolidated financial statements	11
Directors' declaration	17
Independent auditor's review report to the members of Ovanti Limited	18

**General information**

The financial statements cover Ovanti Limited as a consolidated entity consisting of Ovanti Limited and the entities it controlled at the end of, or during, the half-year. The financial statements are presented in Australian dollars, which is Ovanti Limited's functional and presentation currency.

Ovanti Limited is a listed public company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is:

c/- 481 New South Head Road,  
DOUBLE BAY, NSW, 2028

A description of the nature of the consolidated entity's operations and its principal activities are included in the directors' report, which is not part of the financial statements.

The financial statements were authorised for issue, in accordance with a resolution of directors, on 27 February 2026.

**Ovanti Limited**  
**Consolidated statement of profit or loss and other comprehensive income**  
**For the half-year ended 31 December 2025**

		<b>Consolidated</b>	
	<b>Note</b>	<b>December 2025 \$</b>	<b>December 2024 \$</b>
<b>Revenue</b>	3	1,347,027	2,075,144
Other income	4	818,430	1,016,817
Interest revenue calculated using the effective interest method		2	-
<b>Expenses</b>			
Sales direct costs		(1,218,965)	(2,004,923)
Administration expenses		(369,240)	(244,964)
Marketing expenses		(301,974)	(202,392)
Travel expenses		(316,457)	(258,293)
Employee benefits expense		(1,429,811)	(517,466)
Depreciation and amortisation expense		(59,856)	(20)
Compliance and professional fees		(5,890,871)	(2,490,619)
Impairment of investment in associate	6	(346,209)	(1,681,947)
Development expenditure		(281,002)	-
Other expenses		(127,194)	(339,248)
Finance costs		(2,717)	(86,980)
<b>Loss before income tax expense</b>		(8,178,837)	(4,734,891)
Income tax expense		-	-
<b>Loss after income tax expense for the half-year attributable to the owners of Ovanti Limited</b>		(8,178,837)	(4,734,891)
<b>Other comprehensive income</b>			
<i>Items that may be reclassified subsequently to profit or loss</i>			
Foreign currency translation		268,912	1,736,033
Other comprehensive income for the half-year, net of tax		268,912	1,736,033
<b>Total comprehensive income for the half-year attributable to the owners of Ovanti Limited</b>		(7,909,925)	(2,998,858)
		<b>Cents</b>	<b>Cents</b>
Basic earnings per share	13	(0.17)	(0.28)
Diluted earnings per share	13	(0.17)	(0.28)

*The above consolidated statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes*

**Ovanti Limited**  
**Consolidated statement of financial position**  
**As at 31 December 2025**

	<b>Note</b>	<b>Consolidated December 2025 \$</b>	<b>June 2025 \$</b>
<b>Assets</b>			
<b>Current assets</b>			
Cash and cash equivalents		3,104,943	4,945,424
Trade and other receivables	5	707,288	1,926,192
Contract assets		83,922	74,892
Other		127,167	75,875
<b>Total current assets</b>		<u>4,023,320</u>	<u>7,022,383</u>
<b>Non-current assets</b>			
Investments accounted for using the equity method	6	14,911,355	14,395,220
Property, plant and equipment		5,212	5,231
Intangibles		2,335,127	2,360,729
Other		9,000	9,000
<b>Total non-current assets</b>		<u>17,260,694</u>	<u>16,770,180</u>
<b>Total assets</b>		<u>21,284,014</u>	<u>23,792,563</u>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Trade and other payables	7	1,581,175	3,906,710
Borrowings		-	45,622
Employee benefits		4,438	4,438
<b>Total current liabilities</b>		<u>1,585,613</u>	<u>3,956,770</u>
<b>Total liabilities</b>		<u>1,585,613</u>	<u>3,956,770</u>
<b>Net assets</b>		<u>19,698,401</u>	<u>19,835,793</u>
<b>Equity</b>			
Issued capital	8	111,305,212	103,532,679
Reserves	9	2,424,226	2,155,314
Accumulated losses		(94,031,037)	(85,852,200)
<b>Total equity</b>		<u>19,698,401</u>	<u>19,835,793</u>

*The above consolidated statement of financial position should be read in conjunction with the accompanying notes*

**Ovanti Limited**  
**Consolidated statement of changes in equity**  
**For the half-year ended 31 December 2025**

<b>Consolidated</b>	<b>Issued capital</b> <b>\$</b>	<b>Reserves</b> <b>\$</b>	<b>Accumulated losses</b> <b>\$</b>	<b>Total equity</b> <b>\$</b>
Balance at 1 July 2024	87,497,725	94,095	(76,269,641)	11,322,179
Loss after income tax expense for the half-year	-	-	(4,734,891)	(4,734,891)
Other comprehensive income for the half-year, net of tax	-	1,736,033	-	1,736,033
Total comprehensive income for the half-year	-	1,736,033	(4,734,891)	(2,998,858)
<i>Transactions with owners in their capacity as owners:</i>				
Contributions of equity, net of transaction costs	8,579,036	-	-	8,579,036
Share-based payments	-	201,293	-	201,293
Balance at 31 December 2024	<u>96,076,761</u>	<u>2,031,421</u>	<u>(81,004,532)</u>	<u>17,103,650</u>
<b>Consolidated</b>	<b>Issued capital</b> <b>\$</b>	<b>Reserves</b> <b>\$</b>	<b>Accumulated losses</b> <b>\$</b>	<b>Total equity</b> <b>\$</b>
Balance at 1 July 2025	103,532,679	2,155,314	(85,852,200)	19,835,793
Loss after income tax expense for the half-year	-	-	(8,178,837)	(8,178,837)
Other comprehensive income for the half-year, net of tax	-	268,912	-	268,912
Total comprehensive income for the half-year	-	268,912	(8,178,837)	(7,909,925)
<i>Transactions with owners in their capacity as owners:</i>				
Contributions of equity, net of transaction costs (note 8)	7,772,533	-	-	7,772,533
Balance at 31 December 2025	<u>111,305,212</u>	<u>2,424,226</u>	<u>(94,031,037)</u>	<u>19,698,401</u>

*The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes*

**Ovanti Limited**  
**Consolidated statement of cash flows**  
**For the half-year ended 31 December 2025**

	<b>Consolidated</b>	<b>Consolidated</b>
	<b>December</b>	<b>December</b>
	<b>2025</b>	<b>2024</b>
	<b>\$</b>	<b>\$</b>
<b>Cash flows from operating activities</b>		
Receipts from customers	2,691,604	2,643,867
Payments to suppliers and employees	<u>(12,486,396)</u>	<u>(6,711,131)</u>
	(9,794,792)	(4,067,264)
Interest received	2	129
Interest and other finance costs paid	<u>(2,717)</u>	<u>(10,555)</u>
Net cash used in operating activities	<u>(9,797,507)</u>	<u>(4,077,690)</u>
<b>Cash flows from investing activities</b>		
Payments for intangibles	(34,233)	(126,744)
Dividends received	<u>284,831</u>	<u>687,927</u>
Net cash from investing activities	<u>250,598</u>	<u>561,183</u>
<b>Cash flows from financing activities</b>		
Proceeds from issue of shares	8,139,600	9,230,161
Proceeds from borrowings	-	100,000
Share issue transaction costs	(427,067)	(477,877)
Repayment of borrowings	<u>(45,622)</u>	<u>(450,000)</u>
Net cash from financing activities	<u>7,666,911</u>	<u>8,402,284</u>
Net increase/(decrease) in cash and cash equivalents	(1,879,998)	4,885,777
Cash and cash equivalents at the beginning of the financial half-year	4,945,424	472,666
Effects of exchange rate changes on cash and cash equivalents	<u>39,517</u>	<u>62,188</u>
Cash and cash equivalents at the end of the financial half-year	<u><u>3,104,943</u></u>	<u><u>5,420,631</u></u>

*The above consolidated statement of cash flows should be read in conjunction with the accompanying notes*

**Ovanti Limited**  
**Notes to the consolidated financial statements**  
**31 December 2025**

**Note 1. Material accounting policy information**

These general purpose financial statements for the interim half-year reporting period ended 31 December 2025 have been prepared in accordance with Australian Accounting Standard AASB 134 'Interim Financial Reporting' and the Corporations Act 2001, as appropriate for for-profit oriented entities. Compliance with AASB 134 ensures compliance with International Financial Reporting Standard IAS 34 'Interim Financial Reporting'.

These general purpose financial statements do not include all the notes of the type normally included in annual financial statements. Accordingly, these financial statements are to be read in conjunction with the annual report for the year ended 30 June 2025 and any public announcements made by the company during the interim reporting period in accordance with the continuous disclosure requirements of the Corporations Act 2001.

The accounting policies adopted are consistent with those of the previous financial year and corresponding interim reporting period, unless otherwise stated.

**New or amended Accounting Standards and Interpretations adopted**

The consolidated entity has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period.

Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

**Going concern**

The Group's total comprehensive loss for the half-year was \$7,909,985 and it incurred operating net cash outflow of \$9,797,507 which indicates a material uncertainty related to the Group's Going Concern basis of preparation of the financial statements. However, the Directors have considered the Group's cash flow forecasts for a period of at least 12 months from the date of signing these financial statements. The forecasts indicate that additional funding will be required to support ongoing operations and to enable the Group to meet its obligations as and when they fall due.

The Group has an ongoing mandate with Clee Capital Pty Ltd to act as lead manager and arranger for capital raisings on commercial terms as and when required. This mandate remains active as at the date of this report. The Directors note that the Company has previously successfully raised capital through this mandate and continues to receive support from investors.

Based on the Group's historical ability to access equity markets, the continued engagement of Clee Capital Pty Ltd under an active capital raising mandate, and ongoing discussions with potential investors, the Directors have a reasonable expectation that the Group will be able to raise sufficient additional capital to meet its working capital requirements as and when required.

Accordingly, the Directors believe it is appropriate to prepare the financial statements on a going concern basis.

**Note 2. Operating segments**

*Identification of reportable operating segments*

The consolidated entity is organised into three operating segments: being Australia, the US and Asia. This operating segment is based on the internal reports that are reviewed and used by the Board of Directors (who are identified as the Chief Operating Decision Makers ('CODM')) in assessing performance and in determining the allocation of resources.

**Ovanti Limited**  
**Notes to the consolidated financial statements**  
**31 December 2025**

**Note 2. Operating segments (continued)**

*Operating segment information*

	Australia	US	Asia	Total
	\$	\$	\$	\$
<b>Consolidated - December 2025</b>				
<b>Revenue</b>				
Sales to external customers	-	-	1,346,271	1,346,271
Other revenue	-	-	758	758
<b>Total revenue</b>	<b>-</b>	<b>-</b>	<b>1,347,029</b>	<b>1,347,029</b>
<b>EBITDA</b>				
Depreciation and amortisation	(5,605,480)	(2,530,763)	363,471	(7,772,772)
Impairment of assets	-	(59,835)	(21)	(59,856)
	-	-	(346,209)	(346,209)
<b>Profit/(loss) before income tax expense</b>	<b>(5,605,480)</b>	<b>(2,590,598)</b>	<b>17,241</b>	<b>(8,178,837)</b>
Income tax expense				-
<b>Loss after income tax expense</b>				<b>(8,178,837)</b>
<b>Assets</b>				
Segment assets	2,808,844	2,445,625	16,029,545	21,284,014
<b>Total assets</b>				<b>21,284,014</b>
<b>Liabilities</b>				
Segment liabilities	315,465	259,392	1,010,756	1,585,613
<b>Total liabilities</b>				<b>1,585,613</b>

**Note 3. Revenue**

	<b>Consolidated</b>	
	<b>December 2025</b>	<b>December 2024</b>
	<b>\$</b>	<b>\$</b>
<i>Revenue from contracts with customers</i>		
Sales - mobile services	1,346,271	2,075,144
<i>Other revenue</i>		
Other revenue	756	-
<b>Revenue</b>	<b>1,347,027</b>	<b>2,075,144</b>

*Disaggregation of revenue*

The disaggregation of revenue from contracts with customers is as follows:

	<b>Consolidated</b>	
	<b>December 2025</b>	<b>December 2024</b>
	<b>\$</b>	<b>\$</b>
<i>Geographical regions</i>		
Malaysia	1,346,271	2,075,144
<i>Timing of revenue recognition</i>		
Services transferred over time	1,346,271	2,075,144

**Ovanti Limited**  
**Notes to the consolidated financial statements**  
**31 December 2025**

**Note 4. Other income**

	<b>Consolidated</b>	<b>Consolidated</b>
	<b>December</b>	<b>December</b>
	<b>2025</b>	<b>2024</b>
	<b>\$</b>	<b>\$</b>
Interest revenue	-	129
Other miscellaneous income	214	-
Share of profit of equity-accounted associate	818,216	1,016,688
	<u>818,430</u>	<u>1,016,817</u>
Other income	<u>818,430</u>	<u>1,016,817</u>

**Note 5. Current assets - trade and other receivables**

	<b>Consolidated</b>	<b>Consolidated</b>
	<b>December</b>	<b>June 2025</b>
	<b>2025</b>	<b>2025</b>
	<b>\$</b>	<b>\$</b>
Trade receivables	378,653	1,454,675
Other receivables	328,635	471,517
	<u>707,288</u>	<u>1,926,192</u>
	<u>707,288</u>	<u>1,926,192</u>

**Note 6. Non-current assets - investments accounted for using the equity method**

	<b>Consolidated</b>	<b>Consolidated</b>
	<b>December</b>	<b>June 2025</b>
	<b>2025</b>	<b>2025</b>
	<b>\$</b>	<b>\$</b>
Investment in associate	14,911,355	14,395,220
	<u>14,911,355</u>	<u>14,395,220</u>
	<u>14,911,355</u>	<u>14,395,220</u>

Reconciliation of the carrying amounts at the beginning and end of the current half-year are set out below:

	<b>Carrying</b>
	<b>Amount</b>
Opening carrying amount	14,395,220
Share of associate's profit	818,216
Dividends received	(284,831)
Foreign currency translation	328,959
Impairment expense	(346,209)
	<u>14,911,355</u>
Closing carrying amount	<u>14,911,355</u>

The company is currently negotiating to dispose of this investment. The carrying value has been calculated as the present value of the expected cash flow of the latest offer that has been made.

**Ovanti Limited**  
**Notes to the consolidated financial statements**  
**31 December 2025**

**Note 7. Current liabilities - trade and other payables**

	<b>Consolidated</b>	
	<b>December</b>	<b>June 2025</b>
	<b>2025</b>	<b>2025</b>
	<b>\$</b>	<b>\$</b>
Trade payables	1,046,010	3,056,068
Accruals	20,000	-
Other payables	515,165	850,642
	<u>1,581,175</u>	<u>3,906,710</u>

**Note 8. Equity - issued capital**

	<b>Consolidated</b>			
	<b>December</b>	<b>June 2025</b>	<b>December</b>	<b>June 2025</b>
	<b>2025</b>	<b>2025</b>	<b>2025</b>	<b>2025</b>
	<b>Shares</b>	<b>Shares</b>	<b>\$</b>	<b>\$</b>
Ordinary shares - fully paid	<u>6,425,789,649</u>	<u>4,264,323,586</u>	<u>111,305,212</u>	<u>103,532,679</u>

*Movements in ordinary share capital*

<b>Details</b>	<b>Date</b>	<b>Shares</b>	<b>Issue price</b>	<b>\$</b>
Balance	1 July 2025	4,264,323,586		103,532,679
Issue of shares to settle fees to CEO	14 July 2025	10,000,000	\$0.0060	60,000
Issue of shares	22 August 2025	376,235,294	\$0.0017	639,600
Issue of shares	14 October 2025	775,230,769	\$0.0000	5,000,000
Issue of shares	19 December 2024	1,000,000,000	\$0.0025	2,500,000
Less cost of capital raised		<u>-</u>	\$0.0000	<u>(427,067)</u>
Balance	31 December 2025	<u>6,425,789,649</u>		<u>111,305,212</u>

*Ordinary shares*

Ordinary shares entitle the holder to participate in dividends and the proceeds on the winding up of the company in proportion to the number of and amounts paid on the shares held. The fully paid ordinary shares have no par value and the company does not have a limited amount of authorised capital.

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

*Share buy-back*

There is no current on-market share buy-back.

**Note 9. Equity - reserves**

	<b>Consolidated</b>	
	<b>December</b>	<b>June 2025</b>
	<b>2025</b>	<b>2025</b>
	<b>\$</b>	<b>\$</b>
Foreign currency reserve	1,091,493	822,581
Share-based payments reserve	1,332,733	1,332,733
	<u>2,424,226</u>	<u>2,155,314</u>

**Ovanti Limited**  
**Notes to the consolidated financial statements**  
**31 December 2025**

**Note 9. Equity - reserves (continued)**

*Foreign currency reserve*

The reserve is used to recognise exchange differences arising from the translation of the financial statements of foreign operations to Australian dollars.

*Share-based payments reserve*

The reserve is used to recognise the value of equity benefits provided to employees and directors as part of their remuneration, and other parties as part of their compensation for services.

*Movements in reserves*

Movements in each class of reserve during the current financial half-year are set out below:

<b>Consolidated</b>	Foreign currency \$	Share-based payments \$	Total \$
Balance at 1 July 2025	822,581	1,332,733	2,155,314
Foreign currency translation	268,912	-	268,912
Balance at 31 December 2025	<u>1,091,493</u>	<u>1,332,733</u>	<u>2,424,226</u>

**Note 10. Equity - dividends**

There were no dividends paid, recommended or declared during the current or previous financial half-year.

**Note 11. Contingent assets and liabilities**

The Company is pursuing litigation in Malaysia in relation to matters previously disclosed to the market, including proceedings referred to as Suit 125 and Suit 234. These actions relate to the recovery of funds and enforcement of the Company's legal rights arising from historical transactions and arrangements.

The proceedings remain on foot and are progressing through the Malaysian court system in accordance with procedural timetables. The Company continues to engage local legal counsel and is pursuing the matters with the objective of recovering funds and protecting shareholder interests.

In addition to the Malaysian legal matters, the Company has indicated its intention to commence proceedings in Australia to recover funds from certain Australian parties. Preparatory steps are being undertaken in consultation with Australian legal advisers.

**Note 12. Events after the reporting period**

On 5 January 2026, the company issued 200,000,000 fully paid ordinary share valued at \$0.0025 raising \$500,000 before costs.

On 20 January 2026, the company issued 566,893,425 fully paid ordinary share valued at \$0.001764 raising \$1,000,000 before costs.

On 23 January 2026, the company issued 582,750,583 fully paid ordinary share valued at \$0.001716 raising \$1,000,000 before costs.

On 13 February 2026, the company issued 786,543,365 fully paid ordinary share valued at \$0.001271 raising \$1,000,000 before costs.

No other matter or circumstance has arisen since 31 December 2025 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

**Ovanti Limited**  
**Notes to the consolidated financial statements**  
**31 December 2025**

**Note 13. Earnings per share**

	<b>Consolidated</b>	
	<b>December</b>	<b>December</b>
	<b>2025</b>	<b>2024</b>
	<b>\$</b>	<b>\$</b>
Loss after income tax attributable to the owners of Ovanti Limited	<u>(8,178,837)</u>	<u>(4,734,891)</u>
	<b>Number</b>	<b>Number</b>
Weighted average number of ordinary shares used in calculating basic earnings per share	<u>4,933,273,713</u>	<u>1,681,073,685</u>
Weighted average number of ordinary shares used in calculating diluted earnings per share	<u>4,933,273,713</u>	<u>1,681,073,685</u>
	<b>Cents</b>	<b>Cents</b>
Basic earnings per share	(0.17)	(0.28)
Diluted earnings per share	(0.17)	(0.28)

**Ovanti Limited**  
**Directors' declaration**  
**31 December 2025**

In the directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, Australian Accounting Standard AASB 134 'Interim Financial Reporting', the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes give a true and fair view of the consolidated entity's financial position as at 31 December 2025 and of its performance for the financial half-year ended on that date; and
- there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

Signed in accordance with a resolution of directors made pursuant to section 303(5)(a) of the Corporations Act 2001.

On behalf of the directors



Daler Fayziev  
Executive Chairman

27 February 2026

## **Independent Auditor's Review Report**

**To the members of Ovanti Limited**

### **Report on the Half-year Financial Report**

#### **Conclusion**

We have reviewed the accompanying Half-year Financial Report of Ovanti Limited ("the company") and the entities it controlled ("Group"). Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the Half-year Financial Report of Ovanti Limited is not in accordance with the Corporations Act 2001, including:

- Giving a true and fair view of the group's financial position as at 31 December 2025 and of its performance for the Half-year ended on that date; and
- Complying with Australian Accounting Standard AASB 134 Interim Financial Reporting and the Corporations Regulations 2001.

#### **The Half-year Financial Report comprises:**

- Consolidated statement of financial position as at 31 December 2025;
- Consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the Half-year ended on that date;
- Notes 1 to 13 comprising a summary of material accounting policies and other explanatory information; and
- The Directors' Declaration.

#### ***Basis for Conclusion***

We conducted our review in accordance with Auditing Standard on Review Engagements ASRE 2410 Review of the Financial Report performed by the Independent Auditor of the Entity. Our responsibilities are further described in the Auditor's Responsibilities for the Review of the Half-year Financial Report section of our report. We are independent of the group in accordance with the auditor independence requirements of the Corporations Act 2001 and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 Code of Ethics for Professional Accountants (including Independence Standards) (the Code) that are relevant to our audit of the annual financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the corporations Act 2001 which has been given to the directors of the company, would be in the same terms if given to the directors as at the time of this auditor's review report.

#### ***Emphasis of Matter regarding uncertainty related to going concern***

The Group's total comprehensive loss for the half-year was \$7,909,985 and it incurred operating net cash outflow of \$9,797,507 which indicates a material uncertainty related to the Group's Going Concern basis of preparation of the financial statements. However, the Directors have considered the Group's cash flow forecasts for a period of at least 12 months from the date of signing these financial statements. The forecasts indicate that additional funding will be required to support ongoing operations and to enable the Group to meet its obligations as and when they fall due.

The Group has an ongoing mandate with Clee Capital Pty Ltd to act as lead manager and arranger for capital raisings on commercial terms as and when required. This mandate remains active as at the date of this report. The Directors note that the Company has previously successfully raised capital through this mandate and continues to receive support from investors.

Based on the Group's historical ability to access equity markets, the continued engagement of Clee Capital Pty Ltd under an active capital raising mandate, and ongoing discussions with potential investors, the Directors have a reasonable expectation that the Group will be able to raise sufficient additional capital to meet its working capital requirements as and when required.

Accordingly, the Directors believe it is appropriate to prepare the financial statements on a going concern basis.

### ***Responsibilities of the Directors for the Half-year Financial Report***

The Directors of the Company are responsible for:

- The preparation of the Half-year Financial Report that gives a true and fair view in accordance with Australian Accounting Standards and Corporations Act 2001
- For such internal control as the Directors determine is necessary to enable the preparation of the Half-year Financial Report that is free from material misstatement, whether due to fraud or error.

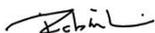
### ***Auditor's responsibility for the review of the Half-year Financial Report***

Our responsibility is to express a conclusion on the Half-year Financial Report based on our review. ASRE 2410 requires us to conclude whether we have become aware of any matter that makes us believe that the Half-year Financial Report is not in accordance with the Corporations Act 2001 including: giving a true and fair view of the group's financial position as at 31 December 2025 and its performance for the half-year ended on that date; and complying with Australian Accounting Standard AASB 134 Interim Financial Reporting and the Corporations Regulations 2001.

A review of a Half-year Financial Report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

*Connect National Audit*

**CONNECT NATIONAL AUDIT PTY LTD**  
Authorised Audit Company No. 521888



**ROBIN KING HENG LI CA RCA**  
**DIRECTOR**

27 February 2026