



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

481A New South Head Road
DOUBLE BAY NSW 2028
Website: www.ovanti.com
Tel: +61 3 7002 5222
Email: enquiries@ovanti.com

27 February 2026

NOTICE OF EXTRAORDINARY GENERAL MEETING

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

Date: Monday, 30 March 2026
Time: 11:00 am (Sydney Time)
Venue: At the offices of Thompson Geer, Level 14
60 Martin Place, Sydney NSW 2000

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

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

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

ENDS

About Ovanti Limited (ASX:OVT):

Ovanti Limited (ASX:OVT) provides fintech and digital commerce software solutions and services that enable its institutional customers to securely authenticate end-user customers and process banking, purchase and payment transactions.

The Company's core technology platform enables large customer communities to connect to end user customers using any mobile device and integrate mobile technology throughout their existing business and customer product offerings. The Company's business divisions consist of Mobile Banking and Digital Payments which service leading banks in Malaysia and large telcos and corporates in Malaysia & Indonesia. Ovanti also works with telecommunication network providers to provided mobile OTT (over-the-top) services that leverage their subscriber base to build active communities. 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.



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

481A New South Head Road
Double Bay NSW 2028
Website: www.ovanti.com
Tel: +61 3 7002 5222
Email: enquiries@ovanti.com

OVANTI LIMITED

ACN 091 192 871

NOTICE OF EXTRAORDINARY GENERAL MEETING

TIME: 11:00am (Sydney time)

DATE: Monday, 30 March 2026

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

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7:00PM (Sydney time) on Saturday, 28 March 2026.

CONTENTS PAGE

Business of the Meeting (setting out the proposed Resolutions)	5
Explanatory Statement (explaining the proposed Resolutions)	9
Glossary	21
Schedule 1	23
Schedule 2	25
Schedule 3	29

IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is hereby given that an Extraordinary General Meeting of Shareholders of Ovanti Limited (**Company** or **Ovanti**) will be held at Level 14, 60 Martin Place, Sydney NSW 2000 on Monday, 30 March 2026, at 11:00am (Sydney time).

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

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

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

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

YOUR VOTE IS IMPORTANT

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

VOTING ELIGIBILITY

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company as at 7:00pm (Sydney time) on Saturday, 28 March 2026.

VOTING IN PERSON

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

VOTING BY PROXY

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

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

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

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

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

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

- (d) if proxy holders vote, they must cast all directed proxies as directed; and
- (e) 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:**

- (f) 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);
- (g) 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;
- (h) if the proxy is the Chair at which the Resolution is voted on, the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (i) 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:

- (j) 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;
- (k) the appointed proxy is not the Chair;

- (l) at the meeting, a poll is duly demanded on the Resolution; and
- (m) either of the following applies:
 - o the proxy is not recorded as attending the Meeting; and
 - o the proxy does not vote on the Resolution,

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

Proxy Voting by the Chair

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

CORPORATE REPRESENTATIVES

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

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

BUSINESS OF THE MEETING

1. RESOLUTION 1: RATIFY PRIOR ISSUE OF PLACEMENT SHARES

To consider that, and if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 786,543,365 Placement Shares to Sophisticated or Professional Investors on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of this Resolution 1 by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - i. the beneficiary provides written 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 resolution in accordance with direction given by the beneficiary to the holder to vote in that way.

2. RESOLUTION 2: RATIFY PRIOR ISSUE OF JOINT LEAD MANAGER OPTIONS

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, the issue of 120,000,000 Options to the Joint Lead Managers be ratified, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of this Resolution 2 by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of a resolution by:

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

- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written 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 resolution in accordance with direction given by the beneficiary to the holder to vote in that way.

3. RESOLUTION 3: RATIFY PRIOR ISSUE OF LEAD MANAGER OPTIONS

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, the issue of 60,000,000 Options to Clee Capital be ratified, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of this Resolution 3 by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written 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 resolution in accordance with direction given by the beneficiary to the holder to vote in that way.

4. RESOLUTION 4: RATIFY PRIOR ISSUE OF LEAD MANAGER OPTIONS

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, the issue of 60,000,000 Options to Clee Capital be ratified, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of this Resolution 4 by or on behalf of any person who participated in, or who will obtain a material benefit as a result of, the issue being approved (namely Clee

Capital) (except a benefit solely by reason of being a holder of ordinary securities in the Company) or any of its associates.

However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written 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 resolution in accordance with direction given by the beneficiary to the holder to vote in that way.

5. RESOLUTION 5: CONSOLIDATION OF SHARE CAPITAL

To consider, and if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, in accordance with, and pursuant to, section 254H(1) of the Corporations Act and for all other purposes, approval is given for the Company to consolidate its issued capital on the basis that:

(a) every 20 Shares be consolidated into 1 Share;

(b) every 20 Options be consolidated into 1 Option,

and, where the consolidation results in a fraction of a Security being held, the Company be authorised to round fractional entitlements of 0.5 and over up to the nearest whole numbers."

6. RESOLUTION 6: APPROVAL TO ISSUE SHARES UNDER FUTURE PLACEMENT

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

"That, for the purposes of Listing Rule 7.1 and for other purposes, approval is given for the Company to issue that number of Shares equal to \$5,000,000 divided by the Issue Price to Professional or Sophisticated Investors, on the terms and conditions set out in the Explanatory Statement"

Voting Exclusion Statement: The Company will disregard any votes cast in favour of this Resolution 6 by or on behalf of any person is expected to participate in, or who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or any of its associates.

However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
 - (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution as the chair decides; or
 - (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written 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 resolution in accordance with direction given by the beneficiary to the holder to vote in that way.
-

DATED: 27 FEBRUARY 2026

BY ORDER OF THE BOARD



JOSHUA QUINN

COMPANY SECRETARY

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at an Extraordinary General Meeting to be held at Level 14, 60 Martin Place, Sydney NSW 2000 on Monday, 30 March 2026, at 11:00am (Sydney time).

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

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

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

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

1. RESOLUTION 1: RATIFY PRIOR ISSUE OF PLACEMENT SHARES

1.1 Background

As announced on 13 February 2026, the Company completed a placement of 786,543,365 Shares at \$0.001374 per Share to Sophisticated or Professional Investors to raise \$1,080,711 before costs (**Placement**). On the same day, 13 February 2026, the Company issued a total of 786,543,365 Shares pursuant to the Placement using the Company's 10% Additional Placement Capacity (**Placement Shares**). Accordingly, the Company is now seeking Shareholder ratification of the issue of the Placement Shares for the purposes of ASX Listing Rule 7.4 and for all other purposes.

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

1.2 Approval sought for the purposes of ASX Listing Rule 7.4

Broadly speaking, and subject to a number of exceptions set out in ASX Listing Rule 7.2, ASX Listing Rule 7.1 limits the amount of Securities that a listed company can issue without the approval of its Shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period (**15% Placement Capacity**).

Furthermore, ASX Listing Rule 7.1A provides that, in addition to issues permitted without prior shareholder approval under the Company's 15% Placement Capacity, a Company that is eligible and obtains shareholder approval under ASX Listing Rule 7.1A at its annual general meeting may issue or agree to issue, during the period the approval is valid, an additional number of Securities which represents 10% of the number of fully paid ordinary securities on issue at the date of the approval, as adjusted in accordance with the formula in ASX Listing Rule 7.1A. Having obtained Shareholder approval at the Company's annual general meeting on 27 November 2025, the Company has an additional 10% placement capacity under ASX Listing Rule 7.1A (**10% Additional Placement Capacity**).

ASX Listing Rule 7.4 states that where a company's shareholders ratify a prior issue of Securities, issued under that company's 15% Placement Capacity and/or 10% Additional Placement Capacity, provided that previous issue of Securities did not breach ASX Listing Rule 7.1, those Securities will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rules 7.1 and/or 7.1A. This has the effect of "refreshing" a company's placement capacity and thereby increasing the number of Securities that may be issued under the Company's 15% Placement Capacity and/or 10% Additional Placement Capacity, without Shareholder approval.

If Resolution 1 is passed, the Placement Shares initially issued under the Company's 10% Additional Placement Capacity will no longer be included within the Company's 10% Additional Placement Capacity and this will provide flexibility for the Company to issue future Securities under the Company's 10% Additional Placement Capacity without having to obtain Shareholder approval for some or all of those future issues.

If Resolution 1 is not passed, the Placement Shares issued under the 10% Additional Placement Capacity will continue to be included in calculating the Company's 10% Additional Placement Capacity, effectively decreasing the number of Securities it can issue without Shareholder approval.

1.3 Specific information required by ASX Listing Rule 7.4

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

Person to whom the Securities were issued	the Placement Shares were issued to Sophisticated or Professional Investors who are not related parties of the Company
Number and class of Securities issued	Under the Placement, the Company issued 786,543,365 Placement Shares under the Company's 10% Additional Placement Capacity
Date of issue	13 February 2026
Price or consideration received	each Placement Share was issued for \$0.001374 per Share, raising \$1,080,711
Purpose of the issue	the funds raised will be utilised to fund the ongoing funding of the U.S. BNPL business, U.S. BNPL merchant and partnership agreements, global operations, legal expenses, working capital and costs associated with the Placement
Voting exclusion statement	a voting exclusion statement for Resolution 1 is included in the Notice preceding this Explanatory Statement.

1.4 Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of this Resolution.

2. RESOLUTION 2: RATIFY PRIOR ISSUE OF JOINT LEAD MANAGER OPTIONS

2.1 Background

Pursuant to the Company's ongoing capital raising mandate with Clee Capital (**Lead Manager Mandate**), Clee Capital subordinated part of the capital raising responsibilities to Evolution Capital (together the **Joint Lead Managers**) to act as lead managers in relation to a placement of 1,200,000,000 Shares the Company completed which raised \$3,000,000 at \$0.0025 per Share, as announced on 24 December 2025 (**December Placement**).

The December Placement was issued pursuant to the remaining share placement capacity available from the approval voted through by Shareholders at the Company's annual general meeting on 27 November 2025.

As part of the consideration for the services performed by the Joint Lead Managers, the Company issued a total of 120,000,000 Options (**Joint Lead Manager Options**), comprising of 100,000,000 Options to Clee Capital (or its nominees) and 20,000,000 Options to Evolution Capital (or its nominees), under the available capacity of the Company's 15% Placement Capacity.

2.2 Approval sought for the purposes of ASX Listing Rule 7.4

A summary of Listing Rule 7.1 and 7.4 is set out in section 1.2 of the Explanatory Statement.

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

2.3 Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, the Joint Lead Manager Options initially issued under the Company's 15% Placement Capacity will no longer be included within the Company's 15% Placement Capacity and this will provide flexibility for the Company to issue future Securities under the Company's 15% Placement Capacity without having to obtain Shareholder approval for some or all of those future issues.

If Resolution 2 is not passed, the Joint Lead Manager Options will continue to be included in calculating the Company's 15% Placement Capacity, effectively decreasing the number of Securities it can issue without Shareholder approval.

2.4 Technical information required by ASX Listing Rule 7.4

In accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Tranche 1 Placement Shares:

Person to whom the Securities were issued	Evolution Capital and Clee Capital.
Number and class of Securities issued	120,000,000 Options (100,000,000 Options to Clee Capital and 20,000,000 Options to Evolution Capital)

Terms of Securities	the Joint Lead Manager Options will be issued on the terms and conditions set out in Schedule 1.
Date of issue	5 January 2026
Price or consideration received	the Joint Lead Manager Options were issued at a nil issue price, in consideration for services provided by the Joint Lead Managers in connection with the Placement.
Purpose of the issue	the purpose of the issue of the Joint Lead Manager Options is to satisfy part of the consideration payable to the Joint Lead Managers.
Summary of material terms of agreement to issue	<p>the Joint Lead Manager Options were issued pursuant to the terms of the agreement for the December Placement detailed in section 2.1 of the Explanatory Statement. The key terms are summarised below:</p> <p>(a) The Joint Lead Managers jointly serve as lead managers for the December Placement and will share a cash fee of 6% plus GST on the total funds raised under the December Placement.</p> <p>(b) In addition, the Joint Lead Managers are to be issued the Joint Lead Manager Options.</p>
Voting exclusion statement	a voting exclusion statement for Resolution 2 is included in the Notice preceding this Explanatory Statement.

2.5 Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of this Resolution.

3. RESOLUTION 3 AND 4: RATIFY PRIOR ISSUE OF LEAD MANAGER OPTIONS

3.1 Background

The Company has completed a number of capital raisings, including:

- (a) the issue of 582,750,583 Shares at an issue price of \$0.001716 per Share, raising \$1,000,000, as announced on 22 January 2026 (**January Placement**); and
- (b) the issue of 786,543,365 Shares at an issue price of \$0.001374 per Share, raising \$1,080,711, as announced on 13 February 2026 (**February Placement**).

Clee Capital acted as lead manager in respect of the January Placement and the February Placement pursuant to the Lead Manager Mandate.

As consideration for services provided by Clee Capital in connection with the January Placement and the February Placement, the Company issued the following options to Clee Capital:

- (a) 60,000,000 Options in connection with the January Placement (the subject of Resolution 3) (**January Lead Manager Options**); and

(b) 60,000,000 Options in connection with the February Placement (the subject of Resolution 4) (**February Lead Manager Options**),

(together, the **Lead Manager Options**).

The Lead Manager Options were issued pursuant to the Company's available 15% Placement Capacity.

3.2 Approval sought for the purposes of ASX Listing Rule 7.4

A summary of Listing Rule 7.1 and 7.4 is set out in section 1.2 of the Explanatory Statement.

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

3.3 Technical information required by Listing Rule 14.1A

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

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

If Resolution 4 is passed, the February Lead Manager Options initially issued under the Company's 15% Placement Capacity will no longer be included within the Company's 15% Placement Capacity and this will provide flexibility for the Company to issue future Securities under the Company's 15% Placement Capacity without having to obtain Shareholder approval for some or all of those future issues.

If Resolution 4 is not passed, the February Lead Manager Options issued will continue to be included in calculating the Company's 15% Placement Capacity, effectively decreasing the number of Securities it can issue without Shareholder approval.

3.4 Specific information required by ASX Listing Rule 7.4

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

Person to whom the Securities were issued	Clee Capital.
Number and class of Securities issued	As part of the consideration payable to Clee Capital for services provided by Clee Capital as lead manager of

	the January Placement and February Placement, Clee capital was issued the following Lead Manager Options: (a) January Placement: 60,000,000 Options; and (b) February Placement: 60,000,000 Options.
Terms of Securities	The terms and conditions of the January Lead Manager Options issued in connection with the January Placement is set out in Schedule 2. The terms and conditions of the February Lead Manager Options issued in connection with the February Placement is set out in Schedule 3.
Date of issue	January Lead Manager Options: 23 January 2026 February Lead Manager Options: 13 February 2026
Price or consideration received	the Lead Manager Options were issued at a nil issue price, in consideration for services provided by Clee Capital in connection with lead manager services provided by Clee Capital for the January Placement and February Placement.
Purpose of the issue	the purpose of the issue of the Lead Manager Options is to satisfy part of the consideration payable to the Lead Manager.
Voting exclusion statement	a voting exclusion statement for Resolution 3 and Resolution 4 is included in the Notice preceding this Explanatory Statement.

3.5 Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of this Resolution.

4. RESOLUTION 5: CONSOLIDATION OF SHARE CAPITAL

4.1 Background

Resolution 5 seeks Shareholder approval for the Company to consolidate its issued capital (**Consolidation**) on the basis that:

- (a) Every 20 Shares be consolidated into 1 Share (subject to rounding); and
- (b) every 20 Options be consolidated into 1 Option (subject to rounding).

The Share Consolidation is proposed by the Company to reduce its total issued capital to a more appropriate and effective capital structure for continued growth for its Shareholders and a resultant share price that is more appealing to a wider range of investors.

The Consolidation will not result in any change to the substantive rights and obligations of existing Shareholders.

4.2 Legal Requirements

Section 254H of the Corporations Act provides that a company may convert all or any of its shares into a larger or smaller number of shares subject to the approval of shareholders at a general meeting.

ASX Listing Rule 7.20 provides that if an entity proposes to reorganise its capital, it must advise shareholders:

- (a) The effect of the proposal on the number of Securities and the amount unpaid (if any) on the Securities;
- (b) The proposed treatment of any fractional entitlements; and
- (c) The proposed treatment of any convertible securities on issue.

ASX Listing Rule 7.22.1 provides that if an entity with Options proposes to consolidate its capital. The number of its Options must be consolidated in the same ratio as the ordinary capital and the exercise price must be amended in the inverse proportion to that ratio.

No voting exclusion apply, and all Shareholders can vote on this Resolution 5.

4.3 Fractional Entitlements

Where the Consolidation would result in a fractional entitlement to a Share or Option, that fractional entitlement will be rounded to the nearest whole Share or Option, with fractions of 0.5 rounded up to the nearest whole Share or Option as applicable.

The Consolidation will have no effect on the Company's assets or liabilities.

4.4 Tax Consequences

It is not considered that any taxation implications will exist for Security holders arising from the Consolidation. However, Security holders are advised to seek their own tax advice on the effect of the Consolidation and neither the Company, nor its advisers, accept any responsibility for the individual taxation implications arising from the Consolidation.

4.5 Holding Statements

After the Consolidation becomes effective, all existing holding statements will cease to have any effect, except as evidence of entitlement to a certain number of Securities on a post-Consolidation basis. The Company will arrange for new holding statements for Securities to be issued to holders of those Securities. It is encouraged that Security holders check their holdings after the Consolidation.

4.6 Effect on Capital Structure

The effect which the Consolidation will have on the Company's capital structure is set out below.

(a) Shares

The Company's issued share capital as a result of the Consolidation will be as follows (subject to rounding):

	Number of Shares
Pre-Consolidation	8,651,977,022
Post Consolidation	432,598,851

(b) **Options**

In accordance with ASX Listing Rule 7.22.1, the Company will consolidate the number of existing Options on the same 20 for 1 ratio with the exercise price being amended in inverse proportion to that ratio. Accordingly, the existing Options will be consolidated as follows (subject to rounding):

	Number of Unlisted Options
Pre-Consolidation	
Exercisable at \$0.004 (expiring at 31/12/2028)	120,000,000
Exercisable at \$0.013 (expiring at 14/07/2028)	70,000,000
Exercisable at \$0.02 (expiring at 28/06/2027)	25,000,000
Exercisable at \$0.015 (expiring at 28/06/2027)	10,000,000
Exercisable at \$0.025 (expiring at 28/06/2027)	35,000,000
Exercisable at \$0.04 (expiring at 09/05/2028)	25,000,000
Exercisable at \$0.003 (expiring at 23/01/2029)	60,000,000
Exercisable at \$0.013 (expiring at 15/10/2028)	60,000,000
Exercisable at \$0.0025 (expiring at 22/08/2028)	50,000,000
Exercisable at \$0.003 (expiring at 22/08/2028)	25,000,000
Exercisable at \$0.003 (expiring at 13/02/2029)	60,000,000
Post-Consolidation	
Exercisable at \$0.08 (expiring at 31/12/2028)	6,000,000
Exercisable at \$0.26 (expiring at 14/07/2028)	3,500,000
Exercisable at \$0.40 (expiring at 28/06/2027)	1,250,000
Exercisable at \$0.30 (expiring at 28/06/2027)	500,000
Exercisable at \$0.50 (expiring at 28/06/2027)	1,750,000
Exercisable at \$0.80 (expiring at 09/05/2028)	1,250,000
Exercisable at \$0.06 (expiring at 23/01/2029)	3,000,000
Exercisable at \$0.26 (expiring at 15/10/2028)	3,000,000

Exercisable at \$0.05 (expiring at 22/08/2028)	2,500,000
Exercisable at \$0.06 (expiring at 22/08/2028)	1,250,000
Exercisable at \$0.06 (expiring at 13/02/2029)	3,000,000

4.7 Indicative Timetable

If Resolution 5 is passed, the Consolidation will take effect in accordance with the timetable set out in paragraph 7 of Appendix 7A of the ASX Listing Rules. The anticipated timetable for the Consolidation is set out below.

Event	Date
Company sends out the Notice of Meeting	27 February 2026
Company announces the Consolidation	27 February 2026
Shareholder pass Resolution 5 to approve the Consolidation	30 March 2026
Company announces that Shareholders have approved Consolidation and announces effective date of Consolidation	30 March 2026
Effective date of the Consolidation	30 March 2026
Last day for pre-Consolidation trading	31 March 2026
Post-Consolidation trading commences on a deferred settlement basis	1 April 2026
Record Date	2 April 2026
First day for the Company to update its register and to send holding statements to security holders reflecting the change in the number of securities they hold	7 April 2026
Last day for the Company to update its register, to send holding statements to security holders and notify ASX this has occurred	13 April 2026
Commencement of normal settlement trading of securities on a consolidated basis	14 April 2026

The Company reserves the right to amend this indicative timetable, subject to ASX Listing Rules and any applicable laws.

4.8 ASX Listing Rule 14.1A Information Requirements

If Resolution 5 is passed, the Consolidation will proceed in accordance with the timetable above.

If Resolution 5 is not passed, the Consolidation will not proceed.

4.9 Recommendations by Board

The Board unanimously recommends that Shareholders vote in favour of this Resolution.

5. RESOLUTION 6: APPROVAL TO ISSUE SHARES UNDER FUTURE PLACEMENT

5.1 Background

The Company wishes to offer new and existing Sophisticated and Professional Investors (**Placement Participants**) a placement of Shares at the Issue Price, to raise \$5,000,000 (before costs) (**Future Placement**).

Clee Capital will act as the lead manager and broker to the Future Placement pursuant to its existing Lead Manager Mandate.

In consideration for the provision of these services, the Company has agreed to pay Clee Capital a management fee equal to 2% of the amount raised under the Future Placement (plus GST) and a capital raising fee equal to 4% of the amount raised under the Future Placement (plus GST).

The Company intends to apply the funds raised under the Placement towards the the U.S. BNPL operations; business development, promotion and marketing costs, general working capital purposes and to fund the costs of the Future Placement.

5.2 Approval sought for the purposes of ASX Listing Rule 7.1

Resolution 6 seeks Shareholder approval under ASX Listing Rule 7.1 (and all other purposes) to permit the issue of that number of Shares equal to \$5,000,000 divided by the Issue Price, to the Placement Participants.

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

The proposed issue does not fall within any of the exceptions set out in ASX Listing Rule 7.1 and the Company has decided not to utilise any of its remaining capacity to issue Securities without Shareholder approval. The Company is therefore seeking approval of Shareholders under ASX Listing Rule 7.1.

If this Resolution is passed, the Company will be able to proceed with the issue as described above. In addition, the issue will be excluded from the Company's 15% Placement Capacity calculation under ASC Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue in the manner described above. In such circumstances, the Company would need to assess other avenues to raise the required capital.

5.3 Specific information required by ASX Listing Rule 7.3

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

Person(s) to whom the Securities were issued	The Placement Participants will comprise of Sophisticated and Professional Investors who will be identified by Clee Capital through a bookbuild process, which will involve seeking expressions of interest to participate in the capital raising from non-related parties of the Company.
---	--

Number and class of Securities	The number of Shares to be issued will be equal to \$5,000,000 divided by the Issue Price.
Issue date of Securities	The Company expects to issue the Future Placement Shares within 3 months after the date of the Meeting.
Terms of the Securities	The Shares will be issued on the same terms and conditions as the Company's existing Shares.
Issue price of Securities	The Shares will be issued at an issue price equal to a 15% discount to the 5-day volume weighted average price (VWAP) immediately before the date of the issue price is agreed.
Purpose of issue and use of funds	The Company intends to apply the funds raised under the Future Placement towards the U.S. BNPL operations, business development, promotion and marketing costs, general working capital purposes and to fund the costs of the Future Placement.
Voting exclusion statement	a voting exclusion statement for Resolution 6 applies and is included in the Notice preceding this Explanatory Statement.

5.4 Analysis of potential dilution

Set out below is a worked example of the number of Shares (on a post-Consolidation basis) that may be issued under this Resolution on assumed issue prices of \$0.45, \$0.3 and \$0.15 per Share, on the basis that \$5,000,000 is raised pursuant to the Future Placement:

Assumed Issue Price post-Consolidation	Maximum number of Shares which may be issued¹	Shares on issue post-Consolidation²	Dilution effect on existing Shareholders post-Consolidation³
\$0.030	166,666,667	432,598,851	28%
\$0.020	250,000,000	432,598,851	37%
\$0.010	500,000,000	432,598,851	54%

Notes:

1. Rounded to the nearest whole number.
2. There are currently 8,651,977,022 Shares on issue as at the date of this Notice, on a post-Consolidation basis and assuming no additional Shares are issued, there will be 432,598,851 Shares on issue post-Consolidation.
3. Rounded to the nearest whole number.
4. The Company notes that the above workings are an example only and the actual issue price may differ. This will result in the maximum number of Shares to be issued and the dilution percentage to also differ.

As the Issue Price under Resolution 6 may be calculated by reference to the market price of the Company's Shares at a future time, the issue could be highly

dilutive to existing Shareholders if the market price of the Shares falls substantially between the date of the approval and the date of agreement to issue.

5.5 Board recommendation

The Board recommends that the Shareholders vote in favour of Resolution 6.

GLOSSARY

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

10% Additional Placement Capacity has the meaning given to that term in section 1.2 of the Explanatory Statement.

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

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of Directors of the Company.

Chair means the chair of the Meeting.

Clee Capital means Clee Capital Pty Ltd (ACN 637 619 937).

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

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

Constitution means the Company's constitution.

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

December Placement has the meaning given to that term in section 2.1 of the Explanatory Statement.

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

Explanatory Statement means the explanatory statement accompanying the Notice.

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

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

Facility Agreement means the agreement between the Company and the Lender and summarised in Schedule 2.

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

Future Placement has the meaning given to that term in section 5.1 of the Explanatory Statement.

Issue Price means the price determined at a 15% discount to the 5-day volume weighted average price calculated as at the date of issue.

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

Joint Lead Managers has the meaning given to that term in section 2.1 of the Explanatory Statement.

Joint Lead Manager Options has the meaning given to that term in section 2.1 of the Explanatory Statement.

Lead Manager Mandate has the meaning given to that term in section 2.1 of the Explanatory Statement.

Lead Manager Options has the meaning given to that term in section 3.1 of the Explanatory Statement.

Meeting means the date of the Meeting convened pursuant to the Notice.

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

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

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

Placement Shares has the meaning given to it under section 1.1 of the Explanatory Statement.

Proxy Form means the proxy form accompanying the Notice.

Resolution means a resolution set out in the Notice.

Securities as defined in Chapter 19 of the ASX Listing Rules.

Share means a fully paid ordinary share in the Company.

Shareholder means a holder of a Share.

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

Schedule 1

Terms and Conditions of Joint Lead Manager Options

(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.004 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (Sydney time) on the date which is three years from the date of issue of the Options (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

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

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

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

Within five Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under Schedule 1(g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

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

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

Application will be made by the Company to ASX for quotation of the Shares issued upon exercise of the Options.

(j) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(k) **Participation in new issues**

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

(l) **Change in exercise price**

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

(m) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

Schedule 2

Terms and Conditions of Joint Lead Manager Options

(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.003 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (Sydney time) on the date which is three years from the date of issue of the Options (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

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

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

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

Within five Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under Schedule 1(g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

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

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

Application will be made by the Company to ASX for quotation of the Shares issued upon exercise of the Options.

(j) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(k) **Participation in new issues**

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

(l) **Change in exercise price**

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

(m) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

Schedule 3

Terms and Conditions of Joint Lead Manager Options

(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.003 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (Sydney time) on the date which is three years from the date of issue of the Options (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

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

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

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

Within five Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under Schedule 1(g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

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

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

Application will be made by the Company to ASX for quotation of the Shares issued upon exercise of the Options.

(j) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(k) **Participation in new issues**

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

(l) **Change in exercise price**

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

(m) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.



Ovanti Limited | ABN 11 091 192 871

Proxy Voting Form

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

Your proxy voting instruction must be received by **11:00am (AEDT) on Saturday, 28 March 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 - APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

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

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

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)

