



**ACN 108 649 421**

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## **NOTICE OF ANNUAL GENERAL MEETING**

**The Annual General Meeting of the Company will be held as a virtual meeting on 24 July 2026 commencing at 11:00am (AEST).**

To attend please register at:

[https://us02web.zoom.us/webinar/register/WN\\_X7iyi7D\\_T3yuhyFBgMgH6Q](https://us02web.zoom.us/webinar/register/WN_X7iyi7D_T3yuhyFBgMgH6Q)

*If the above arrangements with respect to the Meeting change, Shareholders will be updated via the ASX Market Announcements Platform.*

*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 stockbroker, investment advisor, accountant, solicitor or other professional adviser prior to voting.*

***Should you wish to discuss any matter please do not hesitate to contact the Company by email on [investors@codeifai.com](mailto:investors@codeifai.com)***

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# CODEIFAI LIMITED

## ACN 108 649 421

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### NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of shareholders of Codeifai Limited (ACN 108 649 421) (Company) will be held as a virtual meeting on 24 July 2026 commencing at 11:00am (AEST) (Meeting).

Shareholders wishing to attend the virtual Annual General Meeting (which will be broadcast as a live webinar) should register in advance at

[https://us02web.zoom.us/webinar/register/WN\\_X7iyi7D\\_T3yuhyFBgMgH6Q](https://us02web.zoom.us/webinar/register/WN_X7iyi7D_T3yuhyFBgMgH6Q)

Shareholders can also submit, and are encouraged to submit, any questions in advance of the Meeting by emailing the questions to [investors@codeifai.com](mailto:investors@codeifai.com) by no later than 11:00am (AEST) on 22 July 2026.

If the above arrangements with respect to the Meeting change, Shareholders will be updated via the ASX Market Announcements Platform and on the Company's website at <https://codeifai.com>

*The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice. 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 as Shareholders on 22 July 2026 at 11am (AEST).*

*In accordance with Part 1.2AA of the Corporations Act 2001, the Company will only be dispatching physical copies of the Notice of Meeting (Notice) to Shareholders who have elected to receive the Notice in physical form. The Notice is being made available to Shareholders electronically and can be viewed and downloaded online from the Company's website at: <https://www.codeifai.com/investors>*

Alternatively, the Notice will also be available on the Company's ASX market announcement page (ASX:CDE).

The Company advises that a poll will be conducted for all Resolutions.

To vote by Proxy please use one of the following methods:

Online	Lodge the Proxy Form online at: <a href="https://www.votingonline.com.au/cdeagm2026">https://www.votingonline.com.au/cdeagm2026</a> by following the instructions provided on the website.
By Post	Boardroom Pty Limited GPO Box 3993, Sydney NSW 2001 Australia
By Fax	+61 9290 9655
By hand	Boardroom Pty Limited Level 8. 210 George Street Sydney NSW 2000

Terms and abbreviations used in this Notice (including the Explanatory Memorandum) are defined in Schedule 1.

#### Determination of Membership and Voting Entitlement

For the purpose of determining a person's entitlement to vote at the Meeting, a person will be recognised as a Shareholder and the holder of Shares if that person is registered as a holder of those Shares at 11am (AEST) on 22 July 2026.

Share transfers registered after that time will not be able to be used to determine voting entitlements at the Meeting.

*How to Vote*

Shareholders will be provided with the opportunity to ask questions at the Meeting.

All resolutions at the Meeting will be decided on a poll. Shareholders are encouraged to record their vote by proxy in advance of the meeting using the personalised Proxy Form enclosed with this Notice. Further details on how to vote via Proxy are set out below. Shareholders in attendance at the Meeting will be asked to register when joining the Meeting and will then be provided with an opportunity to vote on each resolution.

You may vote at the Meeting by attending the Meeting virtually or by proxy.

(a) Voting at the Meeting

Votes at the Meeting may be given personally or by proxy, attorney or representative.

All resolutions at the Meeting will be decided on a poll. Shareholders are therefore strongly encouraged to lodge a directed proxy in advance of the Meeting via: <https://www.votingonline.com.au/cdeagm2026> Upon a poll, every person who has lodged a proxy, or who is present in person via audio conference or by proxy, corporate representative or attorney will have one vote for each Share held by that person.

(b) Voting by proxy

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

A Shareholder entitled to attend and vote is entitled to appoint a proxy.

A Shareholder entitled to cast two or more votes may appoint up to two proxies to attend and vote at the Meeting and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, then each proxy may exercise one-half of the member's votes.

A proxy form submitted via email must be signed by the Shareholder or his or her attorney who has not received any notice of revocation of the authority. Proxies given by corporations must be signed in accordance with corporation's constitution and Corporations Act.

Shareholders can direct their proxy to vote for, against, or to abstain from voting on, a resolution by marking the appropriate box in the enclosed Proxy Form.

Where the boxes 'for', 'against' or 'abstain' opposite the items for resolutions are not completed, this will be deemed an express authorisation for the person appointed as proxy to exercise the proxy as they see fit.

If a Shareholder appoints a member of the Key Management Personnel (which includes each Director) or one of their Closely Related Parties as a proxy, the person is not permitted to cast the Shareholder's votes on Resolution 1, unless the Shareholder directs the person how to vote or the Chair is the Shareholder's proxy.

The Chair intends to vote all undirected and available proxies in favour of each item of business, subject to any voting exclusions that apply to the proxy. Shareholders will be informed of the proxy position at the meeting.

(c) Voting by corporate representative

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority must be emailed to [guy@codeifai.com](mailto:guy@codeifai.com), with the corporate shareholder's request to register for the Meeting.

(d) Voting by attorney

A Shareholder entitled to vote at the Meeting is entitled to appoint an attorney to join and vote at the Meeting on the Shareholder's behalf.

An attorney need not be a holder of Shares.

Guy Robertson  
Company Secretary

# AGENDA

## Financial statements and reports

To receive and consider the Company's financial report, directors' report and auditor's report for the year ended 31 December 2025.

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### 1 Resolution 1 – Remuneration Report

To consider, and if thought fit, to pass the following resolution as a non-binding ordinary resolution:

*“That for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 31 December 2025”.*

The vote on this resolution is advisory only and will not bind the Company or its Directors.

A voting prohibition statement applies to this Resolution.

Voting Prohibition Statement

<b>Resolution 1 – Remuneration Report</b>	<p>In accordance with sections 250(BD)(2) and 250R, a vote on this Resolution must not be cast:</p> <ul style="list-style-type: none"><li>(a) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member, regardless of the capacity in which the vote is cast; or</li><li>(b) as a proxy by a member of the Key Management Personnel at the date of the Meeting, or their Closely Related Parties.</li></ul> <p>However, a person (the <b>voter</b>) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:</p> <ul style="list-style-type: none"><li>(a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or</li><li>(b) the voter is the Chair and the appointment of the Chair as proxy:<ul style="list-style-type: none"><li>(i) does not specify the way the proxy is to vote on this Resolution; and</li><li>(ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.</li></ul></li></ul>
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### 2 Resolution 2 – Re-Election of Mr Colin Turner as a Director

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

*“That Mr Colin Turner, who retires by rotation in accordance with articles 7.14 and 7.17 of the Company's constitution and Listing Rule 14.5 and, being eligible and offering himself for re-election, be re-elected as a director of the Company.”*

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### **3 Resolution 3 – Election of Mr Martin Ross as a Director**

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

*"That, pursuant to an in accordance with Listing Rule 14.4, articles 7.6 and 7.21 of the Constitution and for all other purposes, Mr Martin Ross, Director, who was appointed as an addition to the Board, retires and, being eligible, is elected as a Director."*

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### **4 RESOLUTION 4 – APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY**

To consider and, if thought fit, to pass the following resolution as a special resolution:

*"That, for the purposes of ASX Listing Rule 7.1A and all other purposes, approval is given for the Company to allot and issue Equity Securities up to 10% of the Company's issued share capital (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum."*

By order of the Board

Guy Robertson  
Company Secretary  
Dated: 25 June 2026

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# CODEIFAI LIMITED

ACN 108 649 421

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## EXPLANATORY MEMORANDUM

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### 1 Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting.

This Explanatory Memorandum should be read in conjunction with and forms part of the Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions.

This Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 1:	Introduction
Section 2:	Action to be taken by Shareholders
Section 3:	Resolution 1 – Remuneration Report
Section 4:	Resolution 2 – Re-Election of Director Colin Turner
Section 5:	Resolution 3 – Election of Director Martin Ross
Section 6:	Resolution 4 – Approval of Additional 10% Placement Capacity
Schedule 1:	Definitions and Interpretation

A Proxy Form is located at the end of this Explanatory Memorandum.

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### 2 Action to be taken by Shareholders

Shareholders should read the Notice including this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

The Company advises that a poll will be conducted for all Resolutions.

#### 2.1 Virtual Meeting

The Meeting to which this Notice of General Meeting relates will be held at 11:00am (AEST) on 24 July, 2026 as a virtual meeting.

Shareholders wishing to attend the virtual meeting (which will be broadcast as a live webinar) should register in advance by contacting the Company Secretary by email at [investors@codefai.com](mailto:investors@codefai.com).

Shareholders can also submit, and are encouraged to submit, any questions in advance of the Meeting by emailing the questions to [investors@codefai.com](mailto:investors@codefai.com) by no later than 11am (AEDT) on 22 July 2026.

If the above arrangements with respect to the Meeting change, Shareholders will be updated via the ASX Market Announcements Platform and on the Company's website at <https://www.codefai.com/>.

The business of the Meeting affects your shareholding and your vote is important. This Notice and the accompanying Explanatory Memorandum should be read in its entirety. If Shareholders

are in doubt as to how they should vote, they should seek advice from their stockbroker, investment advisor, accountant, solicitor or other professional adviser prior to voting.

## 2.2 Voting virtually at the Meeting

If you choose to participate in the Meeting, you will be able to vote online through the meeting platform. Instructions on how to access the platform will be provided upon registration.

## 2.3 Voting by Proxy

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

<b>Online</b>	Lodge the Proxy Form online at <a href="https://www.votingonline.com.au/cdeagm2026">https://www.votingonline.com.au/cdeagm2026</a> by following the instructions provided on the website.
<b>By post</b>	Boardroom Pty Limited GPO Box 3993, Sydney NSW 2001 Australia
<b>By fax</b>	+ 61 2 9290 9655
<b>By hand</b>	Boardroom Pty Limited Level 8, 210 George Street Sydney NSW 2000 Australia

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting, being by no later than 11:00am (AEST) on 22 July 2026. Proxy Forms received later than this time will be invalid.

## 2.4 Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

## 2.5 Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should provide the Share Registry with adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

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# 3 Resolution 1 – Remuneration Report

The Corporations Act requires that at a listed company's Annual General Meeting, a resolution that the Remuneration Report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 31 December 2025.

A reasonable opportunity will be provided for Shareholders to ask questions and make comments on the Remuneration Report at the Annual General Meeting.

Under the Corporations Act, if at least 25% of the votes cast on a remuneration report resolution vote against the report in two consecutive annual general meetings, the Company will be required at the second annual general meeting to put to Shareholders a resolution proposing the calling of an extraordinary general meeting at which all Directors of the Company who were in office at the date of approval of the applicable Directors' report must stand for re-election ("Spill Resolution").

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (“Spill Meeting”) within 90 days of the second annual general meeting.

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

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## **4 Resolution 2 – Re-election of Mr Colin Turner as a Director**

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Article 7.14 of the Constitution requires that one third of the Directors must retire at each annual general meeting and article 7.17 of the Constitution provides that a Director who retires under Article 7.14 is eligible for re-election. Pursuant to articles 7.14 and 7.17, Mr Turner, Director, who has held office without re-election since 8 May 2025 and being eligible retires by rotation and seeks re-election.

Mr Turner was a previous chief financial officer of the Company and is an accountant with extensive experience in financial management from roles in media advertising, sales, marketing and the real estate industry both overseas and in Australia.

Mr Turner has served as an executive director of both private and ASX listed entities and served as the Chairman of the audit committee of an ASX listed entity. He currently runs his own practice and provides financial services to a boutique set of clients.

Resolution 2 is an ordinary resolution.

The Chair intends to exercise all available undirected proxies in favour of Resolution 2.

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

If this Resolution is passed, Mr Turner will be re-elected to the Board as an independent Director.

If this Resolution is not passed, Mr Turner will not continue in their role as an independent Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company’s ability to execute on its strategic vision.

The Board (excluding Mr Turner) recommends that Shareholders vote in favour of this Resolution 2.

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## **5 Resolution 3 – Election of Martin Ross as a Director**

Listing Rule 14.4 provides that a Director appointed to fill a casual vacancy or as an addition to the Board must not hold office (without re-election) past the next annual general meeting of the entity.

Article 7.6 of the Constitution provides that the Company may appoint any person as a Director. Article 7.21 and Listing Rule 14.4 requires a Director appointed to fill a casual vacancy or as an addition to the Board must retire at the next AGM and is eligible for re-election. Pursuant to article 7.21 and Listing Rule 14.4 Mr Martin Ross, Director, having been appointed by other Directors on 9 April 2026, offers himself for election as a Director.

Mr Ross has extensive experience across Sales, Technology, and AI. He has been associated with the Codeifai group since its ASX listing in 2014 as an early investor, joined the executive team in 2018 and holds the role of Chief Operating Officer, where he oversees the company’s commercial operations across its AI and Self-Service SaaS platforms globally.

If re-elected, the Board does not consider Mr Ross will be an independent Director.

The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. The Company undertook such checks prior to the appointment of Mr Ross.

Resolution 3 is an ordinary resolution.

The Chair intends to exercise all available undirected proxies in favour of Resolution 3.

The Board (excluding Mr Ross) recommends that Shareholders vote in favour of this Resolution 3.

If this Resolution is passed, Mr Ross will be elected to the Board as executive Director.

If this Resolution is not passed, Mr Ross will not continue in their role as an executive Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

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## **6 RESOLUTION 4 – APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY**

### **6.1 General**

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity 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.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

For this Resolution to be passed, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be cast in favour of the Resolution.

An "eligible entity" means an entity which is not included in the S&P/ASX300 Index and which has a market capitalisation of \$300 million or less at the date of the Meeting. The Company is an Eligible Entity for these purposes as at the date of this Notice.

Resolution 4 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval (**Additional Issuance Capacity**).

If Resolution 4 is not passed, the Company will not be able to access the Additional Issuance Capacity and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

The Board considers it is in the Company's best interests to have the opportunity to take advantage of the flexibility to issue additional securities provided under ASX Listing Rule 7.1A. As at the date of this Notice, no decision has been made by the Board to undertake any issue of securities under the Additional Issuance Capacity if Shareholders approve Resolution 4. The Board unanimously recommend that Shareholders vote in favour of Resolution 4.

The information below provides more background on ASX Listing Rule 7.1A and the disclosure required by ASX Listing Rule 7.3A.

### **6.2 Technical information required by ASX Listing Rule 7.1A**

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution:

#### **(a) Securities that may be issued under the Additional Issuance Capacity**

Under the Additional Issuance Capacity, the Company must issue Equity Securities belonging to an existing quoted class of the Company's Equity Securities. As at the

date of this Notice, the Company has on issue one class of quoted Equity Securities, being fully paid ordinary shares (ASX Code: CDE).

(a) **Minimum Price**

Equity Securities issued under the Additional Issuance Capacity must be issued for cash consideration per security which is not less than 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX Trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the securities; or
- (ii) if the Equity Securities are not issued within 10 ASX Trading days of the date in section (i), the date on which the Equity Securities are issued.

The Company will disclose this information when Equity Securities are issued under the Additional Issuance Capacity.

**6.3 Period for which approval will be valid**

Shareholder approval of the Additional Issuance Capacity will be valid for the period commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Meeting; or
- (ii) the time and date of the Company's next annual general meeting; or
- (iii) if the Company receives Shareholder approval for a proposed transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) the time and date of that approval,

**(Additional Issuance Period)**

**6.4 Risk of voting dilution**

If Equity Securities are issued under the Additional Issuance Capacity, there is a risk of economic and voting dilution of existing Shareholders, including the following risks:

- (i) the market price for Equity Securities in the class of securities issued under the Additional Issuance Capacity may be significantly lower on the issue date than on the date of the approval under ASX Listing Rule 7.1A (that is, the date of the Meeting, if Resolution 4 is approved); and
- (ii) the Equity Securities may be issued under the Additional Issuance Capacity at a price that is at a discount to the market price for those Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The below table shows the potential dilution of existing Shareholders on the basis of the market price of Shares and the number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A.2, both as at 12 June 2026.

The table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue as at 12 June 2026. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlement offer or securities issued under

a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future general meeting; and

- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the market price as at 12 June 2026.

Number of Shares on Issue	Issue Price (per Share)	Dilution		
		\$0.01 (50% decrease in current issue price)	\$0.01 (Current issue price)	\$0.02 (100% increase in current issue price)
998,058,639	Shares issued	99,805,864	99,805,864	99,805,864
Current	Funds Raised	\$499,029	\$998,059	\$1,996,117
1,497,087,959	Shares issued	149,708,796	149,708,796	149,708,796
(50% increase)*	Funds Raised	\$748,544	\$1,497,088	\$2,994,176
1,996,117,278	Shares issued	199,611,728	199,611,728	199,611,728
(100% increase)*	Funds Raised	\$998,059	\$1,996,117	\$3,992,235

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

The table above uses the following assumptions:

1. On 12 June 2026 there are 998,058,639 Shares on issue.
2. The issue price set out above is the closing price of the Shares on the ASX on 12 June 2026.
3. The Company issues the maximum possible number of Equity Securities under the Additional Issuance Capacity.
4. The Company has not issued any other Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
5. The issue of Equity Securities under the Additional Issuance Capacity consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

## 6.5 Purpose of issues under Additional Issuance Capacity

The Company may issue Equity Securities under the Additional Issuance Capacity to raise cash to fund the following:

- (i) further the development of the SaaS product platforms;
- (ii) general working capital expenses; and
- (iii) activities associated with its current business.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) upon issue of any Equity Securities pursuant to the approval sought by Resolution 4.

## 6.6 Allocation policy under the Additional Issuance Capacity

The Company's allocation policy and the identity of the recipients of Equity Securities issued under the Additional Issuance Capacity will be determined on a case-by-case basis at the time of issue and in the Company's discretion.

No decision has been made in relation to an issue of Equity Securities under the Additional Issuance Capacity, including whether the Company will engage with new investors or existing Shareholders, and if so the identities of any such persons.

However, when determining the allocation policy and the identity of the recipients, the Company will have regard to the following considerations:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

Recipients may include existing Shareholders or new investors, but not persons who are related parties or associates of related parties of the Company.

## 6.7 Previous issues under the Additional Issuance Capacity

The Company received shareholder approval under Listing Rule 7.1A. at its previous Annual General Meeting held on 8 May 2025.

No shares have been issued under Listing Rule 7.1A since 8 May 2025.

## 6.8 Voting Exclusion

A voting exclusion for Resolution 4 is not included in the Notice of Meeting. At the time of dispatching this Notice, the Company is not proposing to make an issue of Equity Securities under the Additional Issuance Capacity, and the persons to whom any Equity Securities under the Additional Issuance Capacity may be issued are not as yet known or identified. Where it is not known who will participate in the proposed issue, Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted, and there is no reason to exclude their votes.

No existing Shareholders' votes will therefore be excluded from voting on Resolution 4.

## Schedule 1

### Definitions

In the Notice and this Explanatory Memorandum, words importing the singular include the plural and vice versa.

**\$** means Australian Dollars.

**15% Placement Capacity** has the meaning given in Section 5.1.

**AEST** means Australian Eastern Standard Time, being the time in Sydney, New South Wales.

**ASX** means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

**Board** means the board of Directors.

**Chair** means the person appointed to chair the Meeting, or any part of the Meeting, convened by the Notice.

**Closely Related Party** of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

**Company** means Codeifai Limited (ACN 108 649 421).

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

**Director** means a director of the Company.

**Equity Security** has the same meaning as in the Listing Rules.

**Explanatory Memorandum** means the explanatory memorandum which forms part of the Notice.

**Key Management Personnel** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

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

**Meeting** has the meaning in the introductory paragraph of the Notice.

**Notice** means the notice of meeting which comprises of the notice, agenda, Explanatory Memorandum and Proxy Form.

**Option** means an option to acquire a Share.

**Resolution** means a resolution contained in the Notice.

**Schedule** means a schedule to this Explanatory Memorandum.

**Section** means a section of this Explanatory Memorandum.

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

**Shareholder** means a holder of one or more Shares.

**All Correspondence to:**

-  **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia
-  **By Fax:** +61 2 9290 9655
-  **Online:** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)
-  **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded before **11:00am (AEST) on Wednesday, 22 July 2026.**

### TO APPOINT A PROXY ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/cdeagm2026>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

### BY SMARTPHONE



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space. The Chair of the meeting intends to vote all undirected proxies in favour of the Resolutions

#### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

#### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### STEP 3 SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

**Joint Holding:** where the holding is in more than one name, all the securityholders should sign.

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4 LODGEMENT


Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00am (AEST) on Wednesday, 22 July 2026.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

 **Online** <https://www.votingonline.com.au/cdeagm2026>

 **By Fax** + 61 2 9290 9655

 **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia

 **In Person** Boardroom Pty Limited  
Level 8, 210 George Street  
Sydney NSW 2000 Australia

**Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.  
**Please note, you cannot change ownership of your securities using this form.**

**PROXY FORM**

**STEP 1 APPOINT A PROXY**

I/We being a member/s of **Codeifai Limited**(Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

**OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held virtually on **Friday, 24 July 2026 at 11:00am (AEST)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting is authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Item even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company. The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote. Unless indicated otherwise by ticking the "for," "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

**STEP 2 VOTING DIRECTIONS**  
\* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-Election of Mr Colin Turner as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Mr Martin Ross as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval Of Additional 10% Placement Capacity (Special Resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**STEP 3 SIGNATURE OF SECURITYHOLDERS**  
This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2026