ASX Announcement

14 August 2026

Minimum Holding Buy-Back of Unmarketable Parcels

As previously announced, Cluey Ltd (**Company**) intends to undertake a buy-back of ordinary shares in the Company for holders of less than a marketable parcel of shares to dispose of their shares (**Minimum Holding Buy-Back**). Under the ASX Listing Rules, holdings of the Company's shares valued at less than $500 are considered to be less than marketable parcels of shares (**Less than Marketable Parcel**).

The buy-back price per share under the Minimum Holding Buy-Back is $0.009 and has been calculated at a 10% premium to the 30-day volume weighted average price of shares at the close of trade on 13 August 2026.

The Minimum Holding Buy-Back will be conducted in accordance with section 275B of the *Corporations Act 2001* (Cth).

Holders of a Less than Marketable Parcel of shares (**Eligible Holders**) may choose to opt out of the Minimum Holding Buy-Back and elect to retain their Less than Marketable Parcel of shares by completing and returning a 'Retention Form' which will be outlined and enclosed in the letter to be sent to Eligible Holders. A copy of the Letter to Eligible Holders and Retention Form that is being sent to Eligible Holders today is **attached**.

The Less than Marketable Parcels held by shareholders of the Company currently represent approximately 0.96% of issued share capital. Depending on the number of Eligible Holders who opt out of the Minimum Holding Buy-Back, the total cost is expected to be approximately $36,122. The Company will fund the Minimum Holding Buy-Back from its existing cash reserves.

Key Dates

Event	Indicative Date
Announcement of Minimum Holding Buy-Back	13 August 2026
Record Date for Minimum Holding Buy-Back	7:00pm AEST on Thursday, 13 August 2026
Despatch of Shareholder Letter and Retention Form to Small Parcel Holders	Friday, 14 August 2026
Closing Time for receipt of Retention Form (period to opt out of the buy-back)	5:00pm AEST on Tuesday, 29 September 2026
Announcement of completion and outcome of the Minimum Holding Buy-Back	Thursday, 1 October 2026

Event	Indicative Date
Shareholders who have participated in the Minimum Holding Buy-Back to receive sale proceeds and documentation confirming shares have been brought back (Estimated date for EFT payment of proceeds of Buy-Back)	On and from Friday, 2 October 2026
Trading in Cluey shares suspended	Friday, 2 October 2026
Delisting Date effective (The Company is removed from the Official List of the ASX)	Tuesday, 6 October 2026

Note: All times and dates in the above timetable are references to the time and date in Sydney, New South Wales, Australia. The timetable is indicative only and is subject to change by the Company or ASX without notice. The Company will release an ASX announcement if there are any changes to the timetable.

Shareholders with queries may contact the Company's share registry, Automic, on 1300 288 664 (within Australia) or +61 2 9698 5414 (from overseas).

ENDS

Authorised for release to the ASX by the Board of Cluey Ltd.

For enquiries, please contact:

Investors

Mark Rohald
Deputy Chairman
investor.relations@clueylearning.com

Greg Fordred
CFO & Company Secretary
investor.relations@clueylearning.com

ABOUT CLUEY

Cluey is an innovative, ASX-listed Edtech company that combines education and technology to deliver quality education outcomes and an enhanced experience for students. Cluey provides curriculum aligned academic support for students in Australia and New Zealand. In addition, Cluey delivers co-curricular online, holiday camps and after-school programs in Australia through its wholly owned subsidiary, Code Camp. The Company has announced that Code Camp's UK operations will close by 31 August 2026. Cluey has a highly experienced management team and Board with a track record of building successful education businesses. Cluey is headquartered in Sydney.

Cluey Ltd
ABN: 65 644 675 909
Suite 2, Level 2, 117 Clarence Street
Sydney NSW 2000

14 August 2026

Dear Shareholder,

Minimum holding buy-back of unmarketable parcels offer by Cluey Ltd (ACN 644 675 909)

As announced on 13 August 2026, the shareholders of Cluey Ltd (**Cluey** or the **Company**) passed a special resolution to approve the Company's removal from the Official List of the ASX.

Accordingly, the Company is pleased to announce that it will offer holders of less than a marketable parcel of shares the opportunity to participate in the Company's buy-back of shares on the terms and conditions set out in this letter (**Minimum Holding Buy-Back**) and prior to the proposed delisting date of the Company.

Under the ASX Listing Rules, holdings of the Company's shares valued at less than $500 are considered to be less than marketable parcels of shares (**Less than Marketable Parcel**). The Minimum Holding Buy-Back is being conducted in accordance with the Company's constitution and the *Corporations Act 2001* (Cth) (**Corporations Act**). Shares bought back by the Company through the Minimum Holding Buy-Back will be cancelled in accordance with section 257H of the Corporations Act.

The Minimum Holding Buy-Back will allow shareholders who hold Less than a Marketable Parcel of shares as at the record date of 13 August 2026 (**Eligible Holders**) to sell their shares back to the Company at the 'Buy-Back Price'. The 'Buy-Back Price' is $0.009 per share, being a 10% premium to the volume weighted average price of the shares for the 30-day trading period preceding the record date, 13 August 2026 (**Buy-Back Price**).

On the basis of the Buy-Back Price and the Company's register of members as at 7:00 PM (Sydney time) on the record date of 13 August 2026 (**Record Date**):

(a) a Less than Marketable Parcel is any shareholding of 49,999 shares or less;

(b) 520 out of 665 shareholders hold Less than Marketable Parcels, totalling an aggregate of 4,013,561 shares; and

(c) the aggregate value of the Company's shares held by all Eligible Holders, based on the closing market price on the Record Date is $40,136.

The Company's Share Registry shows that the number of shares held by you, or an entity that is associated with you, is a Less than Marketable Parcel, which therefore makes you an Eligible Holder and eligible to participate in the Minimum Holding Buy-Back.

It is important to note that the market price of Company shares will change from time to time (subject to liquidity). The Buy-Back Price under the Minimum Holding Buy-Back may be less than the actual market price at the time of the sale and may not be the best price obtainable on the day on which your Company shares are bought back.

The Minimum Holding Buy-Back enables Eligible Holders to sell Less than Marketable Parcels without the need to engage a broker or incur any brokerage costs.

The Company will not buy-back your shares if you wish to retain your shareholding.

What do I need to do?

As an Eligible Holder as at the Record Date, your options in relation to the Minimum Holding Buy-Back are as follows:

(a) **Have your Less than Marketable Parcel bought-back by the Company** – if you wish to sell your Less than Marketable Parcel at the Buy-Back Price via the Minimum Holding Buy-Back, you do not have to take any action to compete and return the Retention Dorm and you will receive the proceeds to your nominated EFT payment details as soon as practicable after Cluey announces completion the Minimum Holding Buy-Back, being 1 October 2026; or

(b) **Retain your Less than Marketable Parcel** – if you would like to opt-out of the Minimum Holding Buy-Back and not have your shares purchased by the Company, you must complete and return the attached Retention Form to Automic by 5:00pm (AEST) on Tuesday, 29 September 2026. Alternatively, you may elect online to retain your shares at https://portal.automic.com.au/investor/home. If you do not wish to have your shares bought back by the Company, you may elect to retain your shares (and will be subject to liquidity risks associated with being a small holding shareholder in an unlisted public company); or

(c) **Top-up or consolidate your existing holding** – increase your holding to a marketable parcel by either merging multiple holdings or by acquiring more shares in the Company on the market such that your registered holding by 7:00pm (AEST) on Tuesday, 29 September 2026 is 50,000 shares or greater. Note any additional shares acquired must be registered under the same name and address and with the same holder number (SRN or HIN) as set out in the enclosed Retention Form. To merge your multiple holdings prior to Tuesday, 29 September 2026, please contact Automic on 1300 288 664 (within Australia) or +61 2 9698 5414 (from overseas).

If you wish to retain your shareholding in the Company, please follow the instructions on the form on how to lodge your Retention Form and allow reasonable time for your Retention Form to be received by Cluey's Share Registry, Automic. Alternatively, you may elect online to retain your shares at https://portal.automic.com.au/investor/home. If you hold shares in multiple holdings, some of which are Less than Marketable Parcels, then the Company will purchase those Less than Marketable Parcels unless it receives a separate Retention Form for each holding.

If you do not retain your shareholding and it is purchased by the Company, you will receive the sale of proceeds from the Company as soon as practicable. An Eligible Holder that wishes to sell its shares back to the Company should ensure its EFT payment details are up to date and can do so via the Investor Portal by visiting https://portal.automic.com.au/investor/home.

If your Shares are purchased under the Minimum Holding Buy-Back, the sale proceeds will be forwarded to you by the Company as soon as practicable. There will be no brokerage fees payable by shareholders whose shares are purchased by the Company under the Minimum Holding Buy-Back.

Please be aware that the fact that your holding is described in this letter as a 'Less than Marketable Parcel' does not mean you cannot sell your shares on the ASX at any time (and subject to liquidity) prior to the suspension from trading date of Friday, 2 October 2026. The use of the term 'Less than Marketable Parcel' in this letter is to identify the value of the shares which are eligible for sale under the Minimum Holding Buy-Back.

Shareholders should refer to the Notice of Meeting and Explanatory Statement dated 10 July 2026 regarding the consequences of the Company's removal from the Official List of the ASX after the delisting date. If you retain your Less than Marketable Parcel of shares you will be unable to sell your shares on the ASX after 2 October 2026.

Following the Delisting and subject to certain restrictions under the Corporations Act, any shareholder wishing to sell their shares can transfer their shares by off-market, private transactions, to a willing third-party purchaser in accordance with the Company’s Constitution. However, such market may not be liquid and shareholders will be personally responsible for sourcing any potential purchaser for their shares.

The Company makes no recommendation as to whether you should participate in the Minimum Holding Buy-Back. You should seek independent professional advice when deciding whether to retain your shares or if you have any questions on how a sale of shares under the Minimum Holding Buy-Back may affect you.

While the Company will pay for all costs associated with the Minimum Holding Buy-Back, any taxation consequences arising from the sale of your Less than Marketable Parcel(s) will be your responsibility. Please consult your legal, financial or taxation advisor if you require information regarding possible taxation implications of the sale of your Less than Marketable Parcel under the Minimum Holding Buy-Back.

Key Dates

Event	**Indicative Date**
Announcement of Minimum Holding Buy-Back	13 August 2026
Record Date for Minimum Holding Buy-Back	7:00pm AEST on Thursday, 13 August 2026
Despatch of Notice to Eligible Holder regarding Minimum Holding Buy-Back and Retention Form	Friday, 14 August 2026
Closing Time for receipt of Retention Form (period to opt out of the buy-back)	5:00pm AEST on Tuesday, 29 September 2026
Completion of the Minimum Holding Buy-Back	Thursday, 1 October 2026
Shareholders who have participated in the Minimum Holding Buy-Back to receive sale proceeds and documentation confirming shares have been brought back	On and from Friday, 2 October 2026
Trading in Cluey shares suspended	Friday, 2 October 2026
Delisting Date effective (The Company is removed from the Official List of the ASX)	Tuesday, 6 October 2026

Note: All times and dates in the above timetable are references to the time and date in Sydney, New South Wales, Australia. The above timetable is indicative only and may be subject to change by the Company or ASX without notice.

If you require further information in respect of the Minimum Holding Buy-Back, please contact Automic, on 1300 288 664 (within Australia) or +61 2 9698 5414 (from overseas) or via email at corporateactions@automicgroup.com.au between 8:30am to 7:00pm (Sydney time) Monday to Friday (excluding public holidays).

Shareholders can also contact the Company Secretary, Greg Fordred, on investor.relations@clueylearning.com if they have any queries in respect of the Minimum Holding Buy-Back and any of the matters set out in these documents.

Signed for and on behalf of the Board,

Greg Fordred

CFO & Company Secretary

Encl. Retention Form

Cluey Ltd | ABN 65 644 675 909

All Registry Communication to:

AUTOMIC GROUP

GPO Box 5193, Sydney NSW 2001
1300 288 664 (within Australia)
+61 2 9698 5414 (international)
corporate.actions@automicgroup.com.au
www.automicgroup.com.au

Shares held at 7.00pm (Sydney time) on 13 August 2026:

ASX Security Code: CLU

Holder Number (SRN/HIN):

MINIMUM HOLDING BUY-BACK RETENTION FORM

YOUR RETENTION FORM MUST BE RECEIVED BY NO LATER THAN 5.00PM (SYDNEY TIME) ON TUESDAY, 29 SEPTEMBER 2026

This is an important document and requires your immediate attention. This document should be read in conjunction with the enclosed shareholder letter. If you are in any doubt as to how to deal with this form, you should consult your professional advisor.

Online Election (Recommended)

Visit https://investor.automic.com.au/#/home

To elect online, simply scan the barcode to the right or enter the above link into your browser. Instructions lodging your election online and accessing this portal are provided in the section overleaf.

- ✓ **It's fast and simple:** Electing online is very easy to do, it eliminates any postal delays and removes any potential risk of it being lost in transit.
- ✓ **It's secure and confirmed:** Electing online provides you with greater privacy over your instructions and provides you with confirmation that your Election has been successfully processed.

Paper Election

Only return this form if you wish to retain your shares.

If you wish to elect to sell your shares back to the Company you **do not** need to return this form. To ensure you receive payment via EFT please update your payment details via the Investor Portal by visiting https://investor.automic.com.au/#/home

Provide your contact details:

Telephone Number

Contact Name (PLEASE PRINT)

Email Address

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

INSTRUCTIONS FOR COMPLETING THIS FORM

ELECTION OPTIONS

RETENTION OF SHARES

If you wish to retain your shares, please make an election online or return this form so it is received no later than the closing date.

SELLING YOUR SHARES

If you wish to elect to sell your shares you **do not** need to make an election or return this form. To ensure you receive payment via EFT please update your payment details by following the instructions on the next page.

LODGING YOUR RETENTION FORM

IMPORTANT! Retention Forms cannot be returned by fax or email.
Your Retention Form must be returned via one of the return methods provided below.

Due to recent changes to delivery times by Australia Post, standard delivery may now take up to ten Business Days, or longer from regional areas. Shareholders should bear this in mind when returning their Retention Form using Australia Post.

ONLINE

Existing users: If you have an existing Automic Investor Portal account, with access to Cluey Ltd, you do not need to register and can log in with your existing username and password at https://investor.automic.com.au

If you do not automatically see your CLU shareholding in your account, you can easily add it by selecting the "Add holding" button on the top right-hand corner of the screen and following the prompts.

New users: If you do not have an existing Automic account you will need to register for Investor Portal by visiting https://investor.automic.com.au/#/signup and following these steps:

1. In the Company Name field, select "Cluey Ltd (CLU)"
2. Enter your Holder Number (SRN or HIN)
3. Enter the postcode (Australian address) or click "change country" to select the country code (overseas address) relevant to your holding
4. Tick the "I'm not a robot" box and click "Next"
5. Complete the prompts to set up your Username and Password

Once you are logged in, select "Offers" from the left-hand vertical menu and follow the prompts.

BY MAIL
Cluey Ltd – Minimum Holding Buy-Back
C/- Automic Group
GPO Box 5193
Sydney NSW 2001

BY HAND DELIVERY (Between Sydney office hours 9.00am – 5.00pm AEDT)
Automic Group
Level 5
126 Phillip Street
Sydney NSW 2000

YOUR SHARE RETENTION FORM MUST BE RECEIVED BY NO LATER THAN 5.00PM (SYDNEY TIME) ON TUESDAY, 29 SEPTEMBER 2026.