



Identitii Limited ACN 603 107 044  
Level M, 388 George Street, Sydney NSW 2000  
identitii.com



# Identitii Limited (ASX:ID8)

ACN 603 107 044

## Notice of Annual General Meeting

Notice is given that the Annual General Meeting will be held at:

TIME: 2.00pm (Sydney time)  
DATE: Thursday, 30th November 2023  
VIA: Meeting Room D  
The Commons  
388 George Street  
Sydney NSW 2000

### 2023 Annual Report

A copy of Identitii Limited's 2023 Annual Report, including the financial report, directors' report and auditors report for the year ended 30 June 2023 is available on the Company's website at [https://identitii.com/investors/fy23\\_annual\\_report/](https://identitii.com/investors/fy23_annual_report/)



IDENTITII LIMITED  
ABN 83 603 107 044

NOTICE OF ANNUAL GENERAL MEETING  
Thursday, 30th November 2023

Notice is hereby given that the Annual General Meeting of Shareholders (AGM) of Identitii Limited (Company or Identitii) (ASX:ID8) will be held on Thursday, 30th November 2023 at 2.00pm Sydney time at Meeting Room D, The Commons, 388 George Street, Sydney, NSW 2000.

The Explanatory Statement that accompanies and forms part of this Notice of Meeting describes in more detail the matters to be considered at the AGM. Please ensure you read the Explanatory Statement in full.

## ITEMS OF BUSINESS

### 1. ANNUAL REPORT

To receive and consider the Annual Financial Report of the Company and its controlled entities for the year ended 30 June 2023 which includes the Financial Report and the Directors' and Auditor's Reports.

### 2. 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, the Remuneration Report as contained in the Company's Annual Financial Report for the financial year ended 30 June 2023 be adopted."

Note: the vote on this resolution is advisory only and does not bind the Directors or the Company.

### 3. RESOLUTION 2 – RE-ELECTION OF MS RHYLL GARDNER

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

"That Ms. Rhyll Gardner who retires in accordance with Rule 6.7(c) of the Company's Constitution, and being eligible, be re-elected as a Director of the Company."

The Board recommends that Shareholders vote in favour of this resolution.



#### 4. RESOLUTION 3 – RATIFICATION OF PRIOR SHARE ISSUE - LR 7.4

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 394,737 fully paid ordinary Shares issued to Zero Nominees Pty Ltd on the terms and conditions set out in the Explanatory Statement.”

This resolution seeks Shareholder ratification for the issue of 394,737 Shares to Advisir’s nominee, Zero Nominees Pty Ltd, in consideration for investor relations services.

The Board recommends that Shareholders vote in favour of this resolution.

#### 5. RESOLUTION 4 - APPROVAL FOR ADDITIONAL SHARE 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 for all other purposes, Shareholders approve granting the Company an additional ten percent (10%) capacity to issue equity securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”

This resolution seeks Shareholder approval so it may issue additional equity securities up to 10% of the issued capital of the Company (at the time of issue) to raise capital to fast track the development of the business without Shareholder approval.

The Board recommends that Shareholders vote in favour of this resolution.



## Voting Exclusion Statements

### Voting Exclusion Statement for Resolution 1:

**Voting Exclusion Statement:** In accordance with Section 250R of the Corporations Act, the Company will disregard any votes cast (in any capacity) on Resolution 1 by or on behalf of either of the following persons:

- A. A member of the Key Management Personnel, details of whose remuneration are included in the remuneration report;
- B. A closely related party of such a member. A closely related party includes close family members and companies the Key Management Personnel controls.

However, the Company will not disregard a vote if:

- A. it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- B. it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, either in accordance with a direction on the Proxy Form to vote as the proxy decides or pursuant to the express authorisation detailed on the Proxy Voting Form.

### Voting Exclusion Statement for Resolution 3:

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

However, this does not apply to a vote cast in favour of Resolution 3 by:

- 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
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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 Resolution; and



- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### Voting Exclusion Statement for Resolution 4:

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of any person who 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 Shares), or any associates of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 4 by:

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



## Further Information

### All Resolutions will be by a Poll

Each Resolution considered at the Meeting will be conducted by a Poll. The Board considers voting by a poll to be in the interests of the Shareholders as a whole and ensures the views of as many Shareholders as possible are represented at the Meeting.

Shareholders who are unable to attend the Meeting are encouraged to vote in advance of the Meeting.

### 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 at 7.00pm (Sydney time) on 28th November 2023.

### Voting in person

To vote in person, attend the Meeting at the at 2.00pm (Sydney time) on Thursday, 30th November 2023 at Meeting Room D, The Commons, 388 George Street, Sydney, NSW 2000.

### Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return no later than 48 hours before the commencement of the meeting. Proxies received after this time will not be effective for the scheduled meeting.

Completed Proxy Forms may be lodged:

Online: By visiting <https://www.votingonline.com.au/id8agm2023> and following the instructions

By Mail to: Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia

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



## Proxy Appointment

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

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

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

## Voting intentions of the Chairman of the Meeting

The Chairman of the Meeting intends to vote all available proxies in favour of all resolutions.

The Chairman of the meeting may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the Shareholder who has lodged the proxy has given express voting direction to the Chairman to exercise the undirected proxy. If you complete a proxy form that authorises the Chair of the meeting to vote on your behalf as proxy, and you do not mark any of the boxes as to give the Chair directions on how your vote should be cast, then you will have been taken to have expressly authorised the Chairman to exercise your proxy on resolutions 1 to 4 inclusive. In accordance with this express authority provided by you, the Chairman will vote in favour of resolutions 1 to 4 inclusive.

If you wish to appoint the Chairman of the meeting as your proxy, and you wish to direct them on how to vote, please tick the appropriate boxes on the form.



## Questions and Comments from Shareholders

In accordance with the Corporations Act, reasonable opportunity will be given to Shareholders to ask about or make comments on the financial statements for the year ended 30 June 2023 and the management of the Company at the AGM.

Similarly, Shareholders will be given a reasonable opportunity to ask the Company's external auditors, RSM, questions relevant to the accounting policies adopted by the Company in relation to the financial report, the conduct of the audit, the independence of the auditor in relation to the conduct of the audit and the preparation and content of the Auditor's Report.

Shareholders may also submit written questions to the Company or the auditor in advance of the AGM by email to the Company Secretary at [elissa@identitii.com](mailto:elissa@identitii.com).

Questions must be received by the Company no later than five (5) days before the AGM.

Dated 30th October 2023

By order of the Board

Elissa Hansen

Company Secretary



# ANNUAL GENERAL MEETING EXPLANATORY STATEMENT

This Annual General Meeting (AGM) Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the AGM.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the General Meeting Resolutions.

## 1. ANNUAL REPORT

### 1.1 General

The first agenda item is to receive the Annual Report of the Company for the year ended 30 June 2023.

### 1.2 Corporations Act

Section 317 of the Corporations Act 2001 (Cth) requires the directors to lay before the Annual General Meeting the Financial Report, the Directors' Report (including the Remuneration Report) and the Auditor's Report for the last financial year that ended 30 June 2023.

The Annual Report is available on the Company's website and a printed copy has been sent to those Shareholders who requested it.

In accordance with sections 250S and 250SA of the Corporations Act, Shareholders present at the Annual General Meeting will be provided with a reasonable opportunity to:

- A. ask questions or make comment to the Directors present on the management of the Company and Remuneration Report; and
- B. ask questions or make comment to the Auditor about the conduct of the audit and the preparation and content of the Auditor's Report.

No formal resolution to adopt the Annual Report will be put to the Shareholders at the Annual General Meeting.

Shareholders who are unable to attend the Annual General Meeting are able to submit written questions to the Chairman or the auditor about:

- A. The preparation and the content of the 2023 Auditor's Report;
- B. The conduct of the 2023 audit;
- C. Accounting policies adopted by the Company in relation to the preparation of the



- a. 2023 financial statements; and
- D. The independence of the Auditor in relation to the conduct of the 2020 audit.

The questions will need to be submitted no later than five (5) business days before the Annual General Meeting to the Company Secretary at the Company's Registered Office or via email to [elissa@identitii.com](mailto:elissa@identitii.com).

## 2. RESOLUTION 1 – REMUNERATION REPORT

### 2.1 General

In accordance with Section 250R(2) of the Corporations Act, at a listed company's Annual General Meeting, a resolution that the Company's Remuneration Report be adopted must be put to the vote. Section 250R(3) of the Corporations Act provides that the vote on the resolution is advisory only and does not bind the Directors or the Company.

In accordance with Section 300A, the Remuneration Report sets out the Company's remuneration arrangements for Key Management Personnel. The Remuneration Report is part of the Directors' Report contained in the Annual Financial Report for the financial year ending 30 June 2022. A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

### 2.2 Voting Consequences

Under the Corporations Act, companies are required to put to Shareholders a resolution proposing the calling of another meeting of Shareholders to consider the appointment of directors of the company ("Spill Resolution") if, at two consecutive Annual General Meetings, at least 25% of the votes cast on the Remuneration Report are voted against the adoption of the Remuneration Report and at the first of those Annual General Meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those Annual General Meetings.

If more than 50% of votes are cast in favour of a Spill Resolution, the Company must convene a Shareholder meeting ("Spill Meeting") within 90 days of the second Annual General Meeting. At that meeting, all directors who were in office at the time of the Directors' Report, other than the managing director, will cease to hold office immediately before the Spill Meeting. Those persons who are elected or re-elected at the Spill Meeting will be the directors of the company. Note those directors who ceased to hold office immediately prior to the Spill Meeting may stand for re-election.



At the 2022 Annual General Meeting, the adoption of the remuneration report was carried on an 84% yes vote meaning less than 25% of votes cast on the resolution were against adoption of the report. Accordingly, a Spill Resolution is not required at this AGM.

Shareholders of the Company will be provided with the opportunity to ask questions about or make comments on the Remuneration Report.

### 3. RESOLUTION 2 - RE-ELECTION OF DIRECTOR

#### 3.1 General

In accordance with ASX Listing Rule 14.5, an entity which has directors must hold an election of directors at each annual general meeting. Further, ASX Listing Rule 14.4 and the Company's Constitution states, a director must not hold office (without re-election) past the third annual general meeting following the director's appointment or three years, whichever is longer, and 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.

Accordingly, Ms. Rhyll Gardner retires by rotation and, being eligible, stands for re-election at this meeting.

Background information on Ms. Gardner is provided below:

Ms. Rhyll Gardner; Independent Non-Executive Director B. Comm, B. Econ, M. Applied Finance, MBA (Exec), F FIN, GAICD

Appointed: June 2022

Rhyll has had a career in banking and financial services for over 30 years including InterFinancial, St. George, Westpac, Suncorp and Bank of Queensland and orchestrated a turnaround of Foresters Group, a not-for-profit finance company.

Throughout her career in ASX listed banks, Rhyll filled executive and general management roles in treasury, risk and compliance, marketing, corporate banking, retail banking and group strategy. She played a key role in St George's considerable growth and achievements as a business bank and extended this expertise to encompass retail banking, increasing performance and profitability, customer satisfaction and employee engagement. As Queensland Managing Director, Rhyll presided over St George's successful expansion into a challenging new market, building growth and brand awareness across the retail, business and wealth management sectors through all channels. As General Manager of Group Strategy for St George she drove strategic development and as Head of Group Strategy at BOQ, she led the \$440 million acquisition of Investec.



Rhyll is Chair of the Audit and Risk Committee and a member of the Nomination and Remuneration Committee.

## 4. RESOLUTIONS 3– RATIFICATION OF PRIOR SHARE ISSUES - LR 7.4

### 4.1 Background

Identitii engaged Advisir to assist the Company with investor marketing services. Advisir agreed to their fee for services to be settled via an issue of Shares in the Company at a fixed price, 9.5 cents, issued quarterly. Resolution 3 seeks Shareholder approval to ratify the issue of Shares to Zero Nominees Pty Ltd, Advisir's nominee for their last quarterly payment.

### 4.2 ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

### 4.3 ASX Listing Rule 7.4

ASX Listing Rule 7.4 allows Shareholders to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without Shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under ASX Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Placement Shares.

By ratifying the issue of Placement Shares, the subject of Resolution 3 the base figure (i.e. variable "A") in which the Company's 15% and 10% annual placement capacities are calculated will be a higher number which in turn will allow a proportionately higher number of securities to be issued without prior Shareholder approval.



#### 4.4 Technical information required by ASX Listing Rule 14.1A

If Resolution 3 is passed, the Shares the subject of this Resolution will be excluded in calculating the Company's 15% limit under ASX Listing Rules 7.1, increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Placement Shares.

If Resolution 3 is not passed, the Shares will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, decreasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Placement Shares.

#### 4.5 Technical information required by ASX Listing Rule 7.5

In accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 3

- A. the Shares were issued to Zero Nominees Pty Ltd as a nominee of Advisir;
- B. a total of 394,737 Shares were issued;
- C. The Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- D. the Shares were issued on 24 May 2023;
- E. the Shares were issued at a deemed issue price of \$0.095;
- F. Shares were issued in consideration of investor marketing services provided to the Company by Advisir; and
- G. Key terms of the Agreement between the Company and Advisir Ventures (T/A Report Card Pty Ltd) are: provision of investor relations support (discounted); 12 month term; total payment of \$150,000 to be settled by shares at an issue price of 9.5 cents issued quarterly; cancellation of the services is permitted after the first three months with 30 days written notice.

## 5. RESOLUTION 4 - APPROVAL FOR ADDITIONAL SHARE PLACEMENT CAPACITY

### 5.1 General

Broadly speaking, and subject to a number of exceptions, ASX 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 ASX 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% (Additional Placement Capacity).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. Identitii is an eligible entity for these purposes.

Resolution 4 seeks Shareholder approval by way of special resolution for Identitii to have the additional 10% capacity provided for in ASX Listing Rule 7.1A to issue equity securities without shareholder approval, should the need arise.

As a special resolution at least 75% of votes cast by Shareholders eligible to vote at the meeting must be in favour of the resolution for it to be passed.

## 5.2 Technical information required by ASX Listing Rule 14.1A

If Resolution 4 is passed, Identitii will be able to issue equity securities up to the combined 25% limit in ASX Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 4 is not passed, Identitii will not be able to access the additional 10% capacity to issue equity securities without Shareholder approval provided for in ASX Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without shareholder approval set out in ASX Listing Rule 7.1.

## 5.3 ASX ASX Listing Rule 7.3A Requirements

Pursuant to ASX Listing Rule 7.3A, the issue price for each security issued under the Additional Placement Capacity will not be less than 75% of the volume weighted average price for securities in that class over the 15 trading days on which trades in that class were recorded immediately before:

- the date on which the price at which the equity securities are to be issued is agreed by the entity and the recipient of the equity securities; or
- if the equity securities are not issued within 10 trading days of the date above, the date on which the equity securities are issued.

The issue of equity securities under the Additional Placement Capacity may result in voting dilution of existing ordinary shareholders (as shown in the table below). There is also the risk that:



- the market price for equity securities in that class may be significantly lower on the issue date than on the date of approval under ASX Listing Rule 7.1A; and
- the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the issue date.

Table 1 following shows the dilution of existing Shareholders calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at the date of this Notice.

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. 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 entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- II. two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% against the current market price.

Table 1

Variable "A" Number of Shares on Issue	Dilution			
	Issue Price (per Share)	\$0.006 50% decrease in Issue Price	\$0.012 Issue Price	\$0.018 50% Increase in Issue Price
427,238,014  (Current number of Shares on Issue)	10% Voting Dilution	42,723,801  Shares	42,723,801  Shares	42,723,801  Shares
	Funds Raised	\$256,343	\$512,686	\$769,028
640,857,021  (50% increase in Shares on Issue)	10% Voting Dilution	64,085,702  Shares	64,085,702  Shares	64,085,702  Shares
	Funds Raised	\$384,514	\$769,028	\$1,153,543
854,476,028  (100% increase in Shares on Issue)	10% Voting Dilution	85,447,603  Shares	85,447,603  Shares	85,447,603  Shares
	Funds Raised	\$512,686	\$1,025,371	\$1,538,057

The above table is based on the following assumptions:

- The number of shares on issue (variable "A") is calculated as 427,238,014 being all fully paid ordinary shares quoted on ASX as at the date of this Notice.
- The Company issues the maximum number of equity securities available under the Additional Placement Capacity.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue.
- The table shows only the issue of equity securities under the Additional Placement Capacity and not under ASX Listing Rule 7.1.
- The issue of equity securities under the Additional Placement Capacity includes only Shares.
- The issue price of \$0.012 was the closing price of shares on ASX on 4 October 2023.

The Company may issue equity securities under the Additional Placement Capacity from the date of approval at the Annual General Meeting until the earlier of:

- the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained;
- the time and date of the Company's next Annual General Meeting; or
- the date of approval by ordinary Shareholders of transaction under ASX Listing Rule 11.1.2 (a significant change to the Company's nature or scale of activities)
- Equity securities issued under the Additional Placement Capacity will be in an existing quoted class of securities for cash consideration:
  - to raise funds for the development of the Company's new and existing products and services;
  - to raise funds for the acquisition of new assets or investments (including assets associated with such acquisition);
  - to fund working capital.

The Company's allocation policy for issues under the Additional Placement Capacity is dependent on prevailing market conditions at the time of any proposed issue. The identity of the allottees of the equity securities will be determined on a case-by-case basis having regard to the factors including, but not limited to, the following:

- the purpose of the issue;
- the methods of raising funds that are available to the Company, including rights issues or other issues in which existing Shareholders may participate;
- the effect of the issue of the equity securities on the control of the Company;



- the financial situation and solvency of the Company; and
- advice from the Company's advisors.

As at the date of this Notice, the Company has no current plans to undertake a new capital raising, the allottees under the Additional Placement Capacity have not yet been determined, but if such an exercise was undertaken, allottees may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company. As such, no existing Shareholders' votes will therefore be excluded under the voting exclusion in the Notice.

Identitii sought Additional Placement Capacity at its 2022 Annual General Meeting. During the 12 months preceding the date of this Meeting, the Company did not issue any equity securities under ASX Listing Rule 7.1A.

If the Company issues equity securities pursuant to the Additional Placement Capacity, it will give to ASX:

- a list of the allottees of the equity securities and the number of equity securities allotted to each (not for release to the market), in accordance with ASX Listing Rule 7.1A.4; and
- the information required by ASX Listing Rule 3.10.5A for release to the market.



## GLOSSARY

\$ means Australian dollars.

Annual General Meeting means the meeting convened by the Notice of Annual General Meeting.

Annual General Meeting Explanatory Statement means the explanatory statement accompanying the Notice of Annual General Meeting.

Annual General Meeting Proxy Form means the proxy form accompanying the Notice of Annual General Meeting.

Annual General Meeting Resolutions means the resolutions set out in the Notice of Annual General Meeting, or any one of them, as the context requires.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

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 Identitii Limited (ACN 603 107 044).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

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.

Notice of Annual General Meeting means this notice of meeting including the Annual General Meeting Explanatory Statement and the Annual General Meeting Proxy Form.

Resolution means a resolution set out in the Notice of Annual General Meeting.

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

Shareholder means a registered holder of a Share.





Identitii Limited ACN 603 107 044  
Level M, 388 George Street, Sydney NSW 2000  
Identitii.com

**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 2.00pm (Sydney Time) on Tuesday 28 November 2023.**

### TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/id8agm2023>  
**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.

#### 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:

- 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.
- 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 **2.00pm (Sydney Time) on Tuesday 28 November 2023.** 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:**

<b>Online</b>	<a href="https://www.votingonline.com.au/id8agm2023">https://www.votingonline.com.au/id8agm2023</a>
<b>By Fax</b>	+ 61 2 9290 9655
<b>By Mail</b>	Boardroom Pty Limited GPO Box 3993, Sydney NSW 2001 Australia
<b>In Person</b>	Boardroom Pty Limited Level 8, 210 George Street, Sydney NSW 2000 Australia

#### Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

# Identitii Limited

ACN 603 107 044

## 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 **Identitii 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 at **Meeting Room D, The Commons, 388 George Street, Sydney NSW 2000 on Thursday, 30 November 2023 at 2.00pm (Sydney Time)** 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.

Chair of the Meeting 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 this Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

### 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 Ms Rhyll Gardner	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of Prior Share Issue - LR 7.4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval for Additional Share Placement Capacity	<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 / / 2023