

Annual General Meeting

10am AEDT

Wednesday, 24 January 2024



Agenda

- Welcome and housekeeping
- How to ask questions
- Formal business of the meeting
 - Table Financial Statements and Reports for the year ended 30 June 2023
 - Resolutions 1 to 10
- Poll on resolutions
- Formal meeting close
- General Q&A

2023 Financial Statements



To consider and receive the financial statements of the Company for the year ended 30 June 2023, consisting of the Financial Report and the Reports of the Directors and Auditor.

As required by Section 317 of the Corporations Act, the financial statements of the Company for the year ended 30 June 2023 and the accompanying director's report and auditor's report are tabled before the Meeting.

Neither the Corporations Act nor the Company's Constitution requires a vote on the financial statements. Shareholders may ask questions about the financial statements, including conduct of the audit. Shareholders may ask questions about the financial statements, including conduct of the audit.



Resolution 1

To consider and, if thought fit, to pass, with or without amendment, 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 30 June 2023.”

VALID PROXIES RECEIVED		
Resolution 1	Votes	% Votes
For	238,335,249	99.02%
Open for the Chair	849,964	0.35%
Against	1,502,765	0.62%
Abstain	846,188	
Excluded	-	

Resolution 2



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

“That, for the purpose of clause 13.2 of the Constitution, Listing Rule 14.4 and for all other purposes, Daler Fayziev, a Director who was appointed casually on 12 December 2023, retires, and being eligible, is elected as a Director.”

VALID PROXIES RECEIVED		
Resolution 2	Votes	% Votes
For	239,465,991	99.19%
Open for the Chair	858,464	0.36%
Against	1,106,667	0.46%
Abstain	103,044	
Excluded	-	

Resolution 3



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

“That, for the purpose of clause 13.2 of the Constitution, Listing Rule 14.4 and for all other purposes, Joshua Quinn, a Director who was appointed casually on 12 December 2023, retires, and being eligible, is elected as a Director.”

VALID PROXIES RECEIVED		
Resolution 3	Votes	% Votes
For	239,610,916	99.25%
Open for the Chair	858,464	0.36%
Against	961,742	0.40%
Abstain	103,044	
Excluded	-	

Resolution 4



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

“That, for the purpose of clause 16.1 of the Constitution, Listing Rule 14.5 and for all other purposes, Gregory Woszczalski, a Director, retires by rotation, and being eligible, is re-elected as a Director.”

VALID PROXIES RECEIVED		
Resolution 4	Votes	% Votes
For	240,198,059	99.48%
Open for the Chair	858,464	0.36%
Against	394,026	0.16%
Abstain	83,617	
Excluded	-	

Resolution 5



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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the issue of 3,900,000 Shares to settle brokerage otherwise payable on the Placement of 65,000,000 shares announced on 3 November 2023 at a deemed issue price of \$0.01 per Share, be ratified on the terms and conditions set out in the Explanatory Statement.”

VALID PROXIES RECEIVED		
Resolution 5	Votes	% Votes
For	238,483,825	98.78%
Open for the Chair	852,659	0.35%
Against	2,101,911	0.87%
Abstain	95,771	
Excluded	-	

Resolution 6



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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the issue of 65,000,000 Shares to sophisticated or professional investors announced on 28 November 2023 at an issue price of \$0.01 per Share, be ratified on the terms and conditions set out in the Explanatory Statement."

VALID PROXIES RECEIVED		
Resolution 6	Votes	% Votes
For	41,267,431	93.14%
Open for the Chair	852,659	1.92%
Against	2,186,316	4.93%
Abstain	97,944	
Excluded	197,129,816	

Resolution 7



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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the issue of 70,000,000 Shares to sophisticated or professional investors announced on 6 December 2023 at an issue price of \$0.01 per Share, be ratified on the terms and conditions set out in the Explanatory Statement.”

VALID PROXIES RECEIVED		
Resolution 7	Votes	% Votes
For	41,276,854	93.14%
Open for the Chair	852,659	1.92%
Against	2,186,316	4.93%
Abstain	197,225,587	
Excluded	-	

Resolution 8



To consider and, if thought fit, to pass, with or without amendment, the following Resolution as a special resolution:

“That, for the purposes of section 157(1)(a) and for all other purposes, approval is given for the name of the Company to be changed to Ovanti Limited.”

VALID PROXIES RECEIVED		
Resolution 8	Votes	% Votes
For	239,754,223	99.27%
Open for the Chair	851,964	0.35%
Against	917,119	0.38%
Abstain	18,110	
Excluded	-	

Resolution 9



To consider and, if thought fit, to pass, with or without amendment, the following Resolution as a special resolution:

“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement.”

VALID PROXIES RECEIVED		
Resolution 8	Votes	% Votes
For	238,373,352	98.96%
Open for the Chair	860,464	0.36%
Against	1,643,827	0.68%
Abstain	656,523	
Excluded	-	

Resolution 10



To consider and, if thought fit, to pass, with or without amendment, the following Resolution as a special resolution:

“That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, approval is given for the Company to repeal its existing Constitution and adopt a new constitution in its place in the form as signed by the chairman of the Meeting for identification purposes.”

VALID PROXIES RECEIVED		
Resolution 8	Votes	% Votes
For	238,549,631	99.03%
Open for the Chair	867,042	0.36%
Against	1,469,145	0.61%
Abstain	655,598	
Excluded	-	

Poll



- Poll declared Open
- Poll overview:
 - For each resolution, mark on your blue voting card whether you vote
 - For
 - Against
 - Abstain
 - Voting is not compulsory
 - Place your voting card in the ballot box the Company Secretary will bring around
 - If you have any questions, please raise your hand
- Poll declared Closed
- Results will be announced on the ASX shortly after the meeting concludes
- Formal Meeting Closed

Business Update



2023 Reflections

- Challenging and volatile past 12-months, appreciate ongoing shareholder support
- New Board appointed 3 May 2023
- Control handed back to the Board on 23 May 2023 (1st time s447(A) has been used for this purpose)
- Significant progress since by the Board, its advisors and consultants under a plan to deliver against 4 key strategic priorities

Funding

- Ensure the business is appropriately funded

Control

- Review, implement controls and “right-size” the business operations in Malaysia

Strategic Priorities

Recover

- Vigorously pursue any alleged misappropriation of shareholder funds prior to the current board appointment

Reinstatement

- Undertake all activities required to ensure compliance with regulatory obligations and moreover the ultimate re-quotation of the Company's shares on the ASX



Strategic Priority 1: 'Funding'

- **Challenging environment to raise new capital due to:**
 - Events leading to the appointment of Administrators, including potential fraud and misappropriation of company funds
 - Difficult global capital markets
 - Inflation, geopolitical, valuation and multiple contraction
 - Changing landscape of BNPL legislation
 - Australia, commencing in Malaysia
- **Despite this company has successfully raised additional funds:**
 - \$2.5m Loan Facility with Finran Pty Ltd
 - Since repaid
 - \$300k Convertible Note
 - Since converted into equity
 - \$2.7m raised via placement
 - For which part was used to repay Finran loan
 - \$830k raised by way of Convertible Notes - announced yesterday
- **Funds raised for working capital and provisioning for costs associated with litigation and recovery**



Strategic Priority 2: 'Control'

- **Right-size the Malaysia business operations and Australia head office**
 - Cost base appropriate for scale of operations
- **Cost reduction program**
 - FTE headcount reduced to 16
- **iouPAY Asia put into run-off**
 - 3 headcount retained to focus on collection of outstanding loans
- **Internal and external controls implemented**
 - Bank account signatories, office holders of all group companies changed, weekly pay run meeting attended by Chairman
- **New CFO appointed**
 - High-calibre, experienced professional
- **Governance framework**
 - New board and company secretary
 - Appropriate governance framework, policies and charters for an ASX company implemented
 - Includes a delegations of authority policy by way of example



Strategic Priority 3: 'Recover'

- **Vigorously pursue any alleged misappropriation of shareholder funds prior to the current board appointment**
 - This has become a significant focus for the board more recently
 - Cost of recovery versus likelihood of recovery and ability to pay reviewed continuously
- **Engagement of Izral Partnership in Malaysia (August 2023)**
 - Detailed investigation into the alleged and potential misappropriation of funds by previous employees, consultants and directors of IOUpay subsidiaries
 - Overseen by Australia-based Barrister at Law who was familiar with the matters at hand
- **Herbert Smith Freehills appointed as global recovery counsel (November 2023)**
 - Lead all recovery efforts including managing existing cases on foot, new cases and overall strategy to maximise success and recovery amounts
 - Led to the appointment of Cecil Abrahams & Partners as lead counsel in Malaysia
- **As material updates on actions come to hand we will update the market immediately in line with our disclosure obligations**



Strategic Priority #4: Reinstatement

- **Close engagement with ASX and other regulators since new board appointment**
 - Set framework of initial requirements
- **Review of prior financials**
 - Consolidated accounts of IOU (parent company)
 - Operating subsidiaries in Malaysia, Singapore, Indonesia
- **Complete audit**
 - Removal of previous auditor
 - Appointment of new auditor
- **Lodge audited financial statement for year ended 30 June 2023 and Annual Report**
- **Lodge ASX Quarterly Activities Reports and associated Appendix 4C's**
 - 31 March 2023, 30 June 2023 and 30 September 2023 completed and lodged Monday 21 January 2024
 - 31 December reports on track for lodgement before due date of 31 January 2024
- **Hold Annual General Meeting of Shareholders**
- **Strengthen the balance sheet**
 - Repayment of loan facility, conversion of convertible notes, writing-off certain investments
- **Official request for lifting of suspension sent to ASX 21 January 2024**

General Q&A

Close