



24 January 2024

ASX ANNOUNCEMENT

## Sale of Unmarketable Parcels of Shares

Gratificii Limited (ASX:GTI) (**Gratificii** or the **Company**) is pleased to advise that it has established an Unmarketable Parcel Sale Facility (**Facility**) for holders of parcels of fully paid ordinary shares in the Company (**Shares**) with a market value of less than \$500 as at the close of trading on 23 January 2024 (**Record Date**) (**Unmarketable Parcel**).

Based on the price of Shares on the close of trading on the Record Date of \$0.008, a holding of less than 62,500 Shares constitutes an Unmarketable Parcel.

The Facility will enable the aggregation, and on-sale, of all Unmarketable Parcels. Furthermore, the Facility will allow all Unmarketable Parcel holders to sell their Shares without incurring any brokerage or handling costs. Instead, Gratificii will pay all costs associated with the sale and transfer of Shares through the Facility (excluding any tax consequences of the sale, which will be the responsibility of relevant shareholders).

The sale of Unmarketable Parcels through the Facility will also benefit the Company, as it is expected to reduce the administrative costs associated with maintaining a large number of small shareholdings on Gratificii's share register.

The Company is permitted to establish the Facility and facilitate the sale of Unmarketable Parcels under its Constitution and the ASX Listing Rules.

The **attached** letter will be dispatched to shareholders who hold an Unmarketable Parcel. This letter provides instructions to shareholders in respect of what action, if any, they are required to take.

A summary of the key dates in relation to Facility are as follows:

Event	Date
Record Date for establishing holders of Unmarketable Parcels	7.00pm (AEDT) on Tuesday 23 January 2024
ASX announcement regarding Unmarketable Parcels Sale Facility	Wednesday 24 January 2024
Letter and Retention Form dispatched to shareholders holding an Unmarketable Parcel	Monday 29 January 2024
Closing Time for receipt of completed Retention Forms	5.00pm (AEDT) on Tuesday 12 March 2024

GTI confirms that this announcement has been approved by the Board of Directors of Gratificii.

**Ben Newling**  
**Joint Company Secretary**



**For further information, contact:**

Iain Dunstan  
**CEO & Managing Director**  
**Gratificii Limited**  
**E:** [iaind@gratificii.com](mailto:iaind@gratificii.com)

**About Gratificii Limited**

Gratificii Limited (ASX:GTI) is an ASX listed company transforming the way that loyalty and rewards are managed and delivered. Our single platform is a complete solution offering affordable, market- leading functionality and configurability. Over 60 mid-to-top tier brands rely on Gratificii for their loyalty and rewards across Australia, New Zealand, Singapore and UAE. To learn more, visit: [www.gratificii.com](http://www.gratificii.com).



29 January 2024

Dear Shareholder,

### Gratificii Limited – Notice of Unmarketable Parcel Sale Facility

Gratificii Limited (ASX:GTI) (**Gratificii** or the **Company**) is pleased to advise that it has established an Unmarketable Parcel Sale Facility (**Facility**) for holders of parcels of fully paid ordinary shares in the Company (**Shares**) with a market value of less than \$500 as at the close of trading on 23 January 2024 (**Record Date**), (**Unmarketable Parcel**).

Based on the price of Shares on the close of trading on the Record Date of \$0.008, a holding of less than 62,500 Shares constitutes an Unmarketable Parcel.

The Facility will enable the aggregation, and on-sale, of all Unmarketable Parcels. Furthermore, the Facility will allow all Unmarketable Parcel holders to sell their Shares without incurring any brokerage or handling costs. Instead, Gratificii will pay all costs associated with the sale and transfer of Shares through the Facility (excluding any tax consequences of the sale, which will be the responsibility of relevant shareholders).

The sale of Unmarketable Parcels through the Facility will also benefit the Company, as it is expected to reduce the administrative costs associated with maintaining a large number of small shareholdings on Gratificii's share register.

The Company is permitted to establish the Facility and facilitate the sale of Unmarketable Parcels under its Constitution and the ASX Listing Rules.

### Why are you receiving this letter?

Our records indicate that you are the holder of an Unmarketable Parcel based on the price of Shares of \$0.008 as at the close of trade on the Record Date.

If you wish to sell your Unmarketable Parcel through the Facility without incurring any brokerage or handling costs, you **do not** need to take any action. Pursuant to clause 3 of the Gratificii Constitution, the Company is permitted to sell your Unmarketable Parcel following the expiry of a six week notice period commencing from the date of this letter, unless you give notice to the Company in this period of your intention that some or all of your Shares are not to be sold. You may give this notice by completing the share retention form (**Retention Form**) enclosed with this letter, and returning it to Gratificii's share registry, Automic Registry Services (**Automic**), before 5.00pm (AEDT) on 12 March 2024 (**Closing Date**).

If, at the Closing Date, the value of your Shares has increased such that you no longer have an Unmarketable Parcel (eg due to an increase in the market price of Shares or the number of Shares you hold), your Shares will not be sold.

If you have multiple holdings of Shares which, if aggregated, would not constitute an Unmarketable Parcel, you may contact Automic at **1300 288 664** (within Australia) or +61 **(2) 9698 5414** (outside Australia) to amalgamate your holdings. In these circumstances, your Shares will not be sold.

You should be aware that the fact that your holding of Shares is described in this letter as an 'Unmarketable Parcel' does not mean that you cannot sell your Shares at any time. The use of the term 'Unmarketable Parcel' in this letter is to identify the value of Shares which are eligible for sale through the Facility.

### Key dates

The key dates in relation to the Facility are set out below:

Event	Date
Record Date for establishing holders of Unmarketable Parcels	7.00pm (AEDT) on Tuesday 23 January 2024
ASX announcement regarding Unmarketable Parcels Sale Facility	Wednesday 24 January 2024
Letter and Retention Form dispatched to shareholders holding an Unmarketable Parcel	Monday 29 January 2024
Closing Date for receipt of completed Retention Forms	5.00pm (AEDT) on Tuesday 12 March 2024

### What do you need to do?

As a holder of an Unmarketable Parcel as at the Record Date, your options are described below:

- Sell your Unmarketable Parcel** – if you wish to sell your Shares through the Facility, you should **take no action**. By taking no action, you will be deemed to have irrevocably appointed Gratifii as your agent to:
  - sell, or procure the sale of, all of your Shares at a price to be determined, without any costs being incurred by you; and
  - deal with the proceeds of the sale as set out in this letter (for more information about the payment of the sale proceeds through Automic, please refer to the enclosed Information Sheet).

Gratifii will appoint a broker to facilitate the sale of the Unmarketable Parcels. Payment for your Shares will be remitted to you as soon as practicable, following settlement of the sale of all Shares sold through the Facility.

- Retain your Unmarketable Parcel** – if you do not wish to sell your Unmarketable Parcel, you must complete and return the enclosed Retention Form in accordance with the instruction on the Retention Form so that it is received by Automic before the Closing Date.

Gratifii reserves the right to change any of the dates referred to in this letter or the enclosed Information Sheet or Retention Form, or to vary, cancel or delay the Facility or the sale of your Shares at any time before your Shares are sold, by making an announcement to ASX.



Gratificii does not provide any recommendation or advice as to whether you should sell or retain your Shares.

Yours faithfully,  
**Bryan Zekulich**  
Chairman

## INFORMATION SHEET – UNMARKETABLE PARCEL SALE FACILITY

### What is an Unmarketable Parcel?

Pursuant to the ASX Listing Rules, an Unmarketable Parcel is a holding of fully paid ordinary shares in Gratificii Limited (**Gratificii**), (**Shares**) that is valued at less than \$500 as at 7.00pm on 23 January 2024 (**Record Date**). This is equivalent to a holding of less than 62,500 Shares.

### Why has the Facility been established?

Gratificii has decided to establish an Unmarketable Parcel Sale Facility (**Facility**) to enable you to sell your Unmarketable Parcel without incurring brokerage or handling costs that could otherwise make a sale of your Unmarketable Parcel uneconomic or difficult. The sale of Unmarketable Parcels through the Facility will also enable Gratificii to reduce administrative costs associated with maintaining a large number of relatively small holdings of Shares.

### Why have I received this letter?

You have received this letter because our records indicate that you held an Unmarketable Parcel of Shares based on the price of Shares of \$0.008 as at close of trade on the Record Date.

### What do I need to do to sell my Shares?

If you wish to sell your Shares you should take no action. Your Shares will be sold through the Facility unless a duly completed Retention Form in respect of your Shares is received by Gratificii's Share Registry (Automatic) before 5.00pm (AEDT) on 12 March 2024 (**Closing Time**) in accordance with the instructions on the Retention Form. A Retention Form is enclosed with this letter.

### What if I do not wish to sell my Unmarketable Parcel?

If you do not wish to sell your Shares, you must opt-out of the Facility by completing and returning the enclosed Retention Form to the address provided in the Retention Form so that it is received by Automatic prior to the Closing Time. If Automatic has not received your Retention Form by the Closing Time, your Shares will be sold through the Facility.

Alternatively, you can purchase more Shares on-market so that you hold at least \$500 worth of Shares as at the Closing Time. See the question titled 'If I buy more Shares in Gratificii, will I retain my holding?' below for further information.

### How will my shares be sold under the Facility?

Your Shares will be sold on the Australian Securities Exchange (**ASX**) by a broker appointed by Gratificii.

### **What price will I receive for Shares sold through the Facility?**

The Shares will be sold at the prevailing market price for Shares on the ASX (ASX: GTI), at or around the Closing Time. If, at the Closing Time, the value of your Shares has increased so that you no longer have an Unmarketable Parcel (i.e due to an increase in the price of the Shares or in the number of Shares you hold) your Shares will not be sold.

You will not have control over the time or price at which your Shares are sold, and the price you receive may not reflect the price of Shares appearing in the media or quoted by the ASX on any given day, nor be the best price for the Shares available on the day your Shares are sold.

### **Do I need to pay anything if I participate in the Facility?**

Gratificii will pay all costs and expenses arising in connection with the Facility. Any tax payable, or other tax consequences from the sale, will be your responsibility.

### **When will I receive the proceeds for the Shares sold?**

Payment will be remitted to you following settlement of all Shares sold under the Facility as soon as reasonably practicable. If your direct credit details or address requires updating, you can amend your details online through Automic's website at <https://investor.automic.com.au/#/home>. Payment will be made in Australian dollars.

### **What are the advantages and disadvantages of participating in the Facility?**

You may consider the following consequences of participating in the Facility to be advantageous:

- receiving a cash payment from the sale of your Unmarketable Parcel;
- avoiding any brokerage or related selling expenses in connection with the sale of your Shares;
- utilising a cost-effective way of disposing of an Unmarketable Parcel; and
- the sale price of your Shares being determined by reference to the prevailing market price of Shares.

You may consider the following consequences of participating in the Facility to be disadvantageous:

- no longer holding any Shares in Gratificii (unless you subsequently buy more Shares);
- possible capital gains tax being payable; and
- the price of Gratificii's Shares subsequently rising following the sale of your Shares (although there is no way of predicting whether this would actually occur).

### **What if the price of Shares changes between the Record Date and the Closing Time?**

If the market price of Shares increases between the Record Date and the Closing Time, such that at the Closing Time the value of your Shares is equal to or greater than \$500, your Shares will not be sold through the Facility.

### **If I buy more Shares in Gratificii, will I retain my holding?**

Gratificii will not sell your Shares if you increase your holding to a marketable parcel, being a holding of Shares with a market value of at least \$500 based on the price of Shares as at the Closing Time. Please note that any additional Shares acquired must be registered by the Closing Time, under the same name and address and with the same holder number (SRN or HIN) as set out in the enclosed Retention Form.

### **What if I hold multiple Unmarketable Parcels of Shares?**

If you hold multiple Unmarketable Parcels of Shares, you must complete and return a Retention Form for each separate Unmarketable Parcel that you wish to retain.

Alternatively, you may aggregate your multiple holdings to avoid them being sold. To do this, please contact Automic on **1300 288 664** (within Australia) or +61 **(02) 9698 5414** (outside Australia).

If you wish to sell your Unmarketable Parcels, you should take no action.

### **What if my holding of Shares in Gratificii is a CHESS Holding?**

If your Shares remain in a CHESS Holding, Gratificii may move those Shares to an Issued Sponsored Holding and the Shares will then be sold under the Facility.

### **Does Gratificii have the authority to establish the Facility?**

Gratificii has the ability to establish the Facility and facilitate the sale of Unmarketable Parcels under its Constitution and the ASX Listing Rules.

### **Where can I obtain further information?**

If you have any other questions about the operation of the Facility, please contact Gratificii on +61 2 9922 6988.

### **What if I am unsure of what to do?**

If you are in doubt about what to do, you should consult a financial, legal or taxation adviser. This Information Sheet does not constitute advice, nor is it a recommendation to sell, buy or hold Shares.

### **Important notes**

Gratificii reserves the right to change any of the dates referred to in this letter or the enclosed Information Sheet or Retention Form, or to vary, cancel or delay the Facility or the sale of your Shares at any time before your Shares are sold, by making an announcement to ASX.