
GRATIFII LIMITED

ACN 125 688 940

NOTICE OF EXTRAORDINARY GENERAL MEETING

TIME: 3:00pm (AEDT)

DATE: 30 October 2024

How to attend: Via the online platform at:

https://us02web.zoom.us/webinar/register/WN_WjXfQ-gEQn2COtzj2ZGrSA

This Notice of Meeting and the accompanying Explanatory Statement should be read in its entirety. The business of the Meeting affects your shareholding and your vote is important. Shareholders in doubt as to how they should vote should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the company secretary, Ben Newling, on 1300 288 664.

CONTENTS PAGE

Important Information	2
Business of the Meeting (setting out the proposed resolutions)	6
Explanatory Statement (explaining the proposed resolutions)	9
Glossary	19
Proxy Form	Attached

IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is hereby given that the Extraordinary General Meeting of Shareholders of Gratifii Limited ACN 125 688 940 (**Company** or **Gratifii**) will be held at 3:00pm (AEDT) on Wednesday, 30 October 2024 via the online platform provided by our Share Registry, Automic.

Pursuant to our revised Constitution approved by Shareholders on 9 June 2022, the Board has decided that this Meeting will be virtual. Shareholders who attend virtually will be considered present.

The Notice is given based on circumstances as at the date of the Notice. Should circumstances change, the Company will make an announcement on the ASX market announcements platform <https://www.asx.com.au/markets/trade-our-cash-market/announcements.gti> and on the Company's website. Shareholders are urged to monitor the ASX market announcements platform and the Company's website.

Shareholders will be able to participate in the Meeting via the online platform accessible at https://us02web.zoom.us/webinar/register/WN_WjXfQ-gEQn2COtzj2ZGrSA

This dedicated online platform allows Shareholders to watch the Meeting live, vote and ask questions. Instructions on how to participate can be found at <https://www.automicgroup.com.au/virtual-agms/>.

Voting on all resolutions will occur by way of poll, and the online platform will enable Shareholders to lodge a vote in real time. Further information is detailed on pages 3-5.

The Explanatory Statement that accompanies and forms part of this Notice of Meeting sets out the background information on the resolutions to be considered.

This Notice of Meeting, Explanatory Statement and Proxy Form should be read in their entirety.

YOUR VOTE IS IMPORTANT

The business of the Meeting affects your shareholding and your vote is important.

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 as at 3pm (AEDT) on 28 October 2024.

VOTING BY PROXY

To vote on the resolutions, Shareholders may lodge a direct vote, appoint a proxy online or submit a voting form to the Share Registry (Automic).

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

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgement process please see the Online Proxy Lodgement Guide at https://www.automicgroup.com.au/virtual-agms/
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting.

Proxy Forms received later than this time will be invalid.

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; 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 Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the Shareholder's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

A proxy may be an individual or a body corporate. If a body corporate is appointed, the Proxy Form must indicate the full name of the body corporate and the full name and title of the individual representative of the body corporate for the Meeting.

Sections 250BB and 250BC of the Corporations Act apply to voting by proxy. Broadly, these provisions provide 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.

Further details are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's Shareholders; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting; and
 - the proxy does not vote on the resolution,

the Chair is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the Meeting.

Proxy Voting by the Chair

The Corporations Act imposes prohibitions on key management personnel and their closely related parties from voting their Shares (and/or voting undirected proxies) on, amongst other things, remuneration matters.

However, the Chair 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 an express voting direction to the Chair to exercise the undirected proxy.

If you complete a Proxy Form that authorises the Chair to vote on your behalf as proxy, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then you will be taken to have expressly authorised the Chair to exercise your proxy on the Resolution. In accordance with this express authority provided by you, the Chair will vote in favour of the Resolution. If you wish to appoint the Chair as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the Proxy Form.

Shareholders who wish to participate and vote at the virtual meeting are strongly encouraged to complete and submit their proxies as early as possible.

CORPORATE REPRESENTATIVES

Any corporation which is a Shareholder of the Company may appoint a proxy, as set out above, or authorise (by certificate under common seal or other form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the Chair) a natural person to act as its representative at any general meeting.

Corporate representatives are requested to bring appropriate evidence of appointment as a representative in accordance with the Constitution. Attorneys are requested to bring an original or certified copy of the power of attorney pursuant to which they were appointed. Proof of identity is also required for corporate representatives and attorneys.

BUSINESS OF THE MEETING

1. RESOLUTION 1: APPROVAL OF PROPOSED ISSUE OF CLUBCONNECT SHARES

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the proposed issue of Shares to the ClubConnect Vendors as part consideration for the ClubConnect Acquisition, on the terms and conditions set out in the Explanatory Statement."

Note: This resolution is subject to voting exclusions which are set out below.

2. RESOLUTION 2: APPROVAL OF PROPOSED ISSUE OF RAPPORT SHARES

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the proposed issue of Shares to the Rapport Vendors as part consideration for the Rapport Acquisition, on the terms and conditions set out in the Explanatory Statement."

Note: This resolution is subject to voting exclusions which are set out below.

3. RESOLUTION 3: RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 201,122,948 Tranche 1 Placement Shares at an issue price of \$0.004 each to Professional and Sophisticated Investors on 13 September 2024, on the terms and conditions set out in the Explanatory Statement."

Note: This resolution is subject to voting exclusions which are set out below.

4. RESOLUTION 4: APPROVAL OF PROPOSED ISSUE OF TRANCHE 2 PLACEMENT SHARES

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the proposed issue of 673,877,052 Tranche 2 Placement Shares at an issue price of \$0.004 each to Professional and Sophisticated Investors, on the terms and conditions set out in the Explanatory Statement."

Note: This resolution is subject to voting exclusions which are set out below.

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to be 'BN' with a stylized flourish.

Ben Newling

Company Secretary

Dated: 30 September 2024

VOTING EXCLUSIONS

Voting Exclusions in accordance with the Listing Rules

The Company will disregard any votes cast in favour of the Resolutions by or on behalf of:

Resolution 1 – Approval of Proposed Issue of ClubConnect Shares	the ClubConnect Vendors and any other person who will obtain a material benefit as a result of, the proposed issue of Shares (except a benefit solely by reason of being a Shareholder), or any of their Associates.
Resolution 2 – Approval of Proposed Issue of Rapport Shares	the Rapport Vendors and any other person who will obtain a material benefit as a result of, the proposed issue of Shares (except a benefit solely by reason of being a Shareholder), or any of their Associates.
Resolution 3 – Ratification of Prior Issue of Tranche 1 Placement Shares	any person who participated in the issue of Tranche 1 Placement Shares, or any of their Associates.
Resolution 4 – Approval of Proposed Issue of Tranche 2 Placement Shares	any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of Tranche 2 Placement Shares (except a benefit solely by reason of being a Shareholder), or any of their Associates.

However, the above voting exclusion statements under the Listing Rules will not apply to votes cast in favour of Resolutions 1 – 4 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with directions given to the proxy or attorney to vote on the Resolutions in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with directions given to the Chair to vote on the Resolutions as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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 Resolutions; and
 - (ii) the holder votes on the Resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

1. **BACKGROUND TO CLUBCONNECT ACQUISITION, RAPPORT ACQUISITION, PLACEMENT AND ENTITLEMENT OFFER**

1.1 **ClubConnect Acquisition**

On 6 September 2024, the Company entered into a binding share sale agreement to acquire (subject to satisfaction of certain conditions precedent) 100% of the issued share capital of Ticketmates Australia Pty Ltd ACN 127 532 147 (**ClubConnect**) from the ClubConnect Vendors (**ClubConnect Acquisition**).

ClubConnect is a provider of end-to-end loyalty and reward products and services to the automotive clubs of Australia. This includes building and maintaining a customised software platform which allows the members of its customers, automotive clubs, to access industry leading offers, including attractions/experiences, gift cards, travel sourced through a wide range of suppliers.

For further details regarding the ClubConnect Acquisition, please refer to the Company's ASX announcement of 6 September 2024.

1.2 **Rapport Acquisition**

On 6 September 2024, the Company entered into a binding share sale agreement to acquire (subject to satisfaction of certain conditions precedent) 100% of the share capital of Rapport Group Limited 6781753 (NZBN:9429046681980) (**Rapport**) from the Rapport Vendors (**Rapport Acquisition**).

Rapport is a loyalty and rewards company domiciled in New Zealand. It provides loyalty, rewards and marketing services to a small number of New Zealand customers e.g. One.NZ and The Automobile Association of NZ. Rapport charges its customers monthly retainers and consulting fees and in turn manages their end-to-end loyalty needs including marketing, procurement of rewards and branding.

For further details regarding the Rapport Acquisition, please refer to the Company's ASX announcement of 6 September 2024.

1.3 **ClubConnect and Rapport Share Sale Agreements**

A summary of the material terms and conditions of the ClubConnect and Rapport share sale agreements is set out below:

Item	ClubConnect	Rapport
Cash Consideration	A\$6,000,000 cash payable to the ClubConnect Vendors on completion.	A\$318,500 ¹ cash payable to the Rapport Vendors on completion.
Scrip Consideration	<p>A\$2,000,000 to be paid in shares on completion or as soon as practicable thereafter. The issue price of these Shares will be equal to the lower of:</p> <ul style="list-style-type: none"> • \$0.0059, being the VWAP of Shares over the 30 days immediately prior to today; or • the VWAP of Shares over the 30 days immediately prior to completion of the acquisition. 	A\$136,500 ¹ to be paid in Shares within 5 days of completion. The issue price of these shares will be the VWAP of shares over the 30 days immediately prior to completion of the acquisition.
Conditions Precedent	Completion of the ClubConnect Acquisition is subject to and conditional upon the following conditions:	Completion of the Rapport Acquisition is subject to and conditional upon a number of conditions, including:
	<p>(A) receipt of consent from relevant third parties to the change of control effected under the relevant acquisition;</p> <p>(B) the Company obtaining the requisite Shareholder approval for the acquisition in compliance with ASX Listing Rules 7.1 which the Company intends to seek at an extraordinary general meeting;</p>	
	<p>(C) the Company completing an equity capital raise resulting in the Company holding at least A\$6,000,000 in cleared funds at completion;</p> <p>(D) the Company receiving no written notices from relevant third parties of their intention to terminate, reduce or withdraw from certain material contracts in light of the acquisition; and</p>	<p>(C) there having been no change, effect or circumstance that in the opinion of the Company would have a material adverse effect on the issued capital of Rapport or the Rapport business.</p> <p>The Company has the discretion to waive any of the above conditions.</p>

¹ Assumes an exchange rate of NZ\$1 = AU\$0.91

Item	ClubConnect	Rapport
	<p>(E) the ClubConnect Vendors and the Company entering into a source code escrow agreement in relation to the ClubConnect source materials.</p> <p>The Company has the discretion to waive any of the above conditions, other than the shareholder approval condition which is for the benefit of both the Company and the ClubConnect Vendors and the code escrow agreement conditions which is for the benefit of the ClubConnect Vendors.</p>	
Completion Date	The ClubConnect Acquisition will complete on the day that is two business days after the satisfaction or waiver of the last conditions precedent. The Company hopes to complete the transaction in late October 2024.	The Rapport Acquisition will complete on the last business day of the month in which the last condition precedent is either satisfied or waived. If the condition precedent is satisfied or waived within 2 business days before the end of the relevant month, completion will occur on the last business day of the following month. The Company hopes to complete the transaction by 31 October 2024.
Voluntary Escrow	Shares issued to the ClubConnect and Rapport Vendors will be subject to voluntary escrow for a period of 12 months from the date of issue.	
Warranties and indemnities	<p>The parties have agreed to a package of warranties and indemnities that reflect a transaction of this nature.</p> <p>The vendors also benefit from standard limitations on liability for claims under or in connection with the sale agreements.</p>	

1.4 Capital Raise

As announced on 9 September 2024, the Company conducted a placement along with a non-renounceable entitlement offer to raise, in total, up to \$8,987,649 (before costs).

(a) Placement

The Company has raised \$3,500,000 (before costs) by way of a placement to Professional and Sophisticated Investors through the issue of:

- (i) 201,122,948 Shares at an issue price of \$0.004 per Share (**Tranche 1 Placement Shares**) which occurred on 13 September 2024 raising \$804,492; plus
- (ii) 673,877,052 Shares at an issue price of \$0.004 per Share (**Tranche 2 Placement Shares**) to raise \$2,695,508 which is subject to Shareholder approval and an unconditional right to complete the ClubConnect Acquisition

(together, the **Placement**). The Tranche 1 Placement Shares were issued on 13 September 2024 and ratification of the issue of Tranche 1 Placement Shares so that they will no longer count towards the Company's 15% is sought under Resolution 3. Resolution 3 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of Tranche 1 Placement Shares, so that the issue is not included in the calculation of the Company's 15% Placement Capacity.

The issue of Tranche 2 Placement Shares is subject to Shareholder approval which is being sought under Resolution 4. Resolution 4 is conditional on Shareholder approval of the issue of Tranche 2 Placement Shares under Listing Rule 7.1 and the second tranche of the Placement is also conditional upon the Company having an unconditional right to complete the ClubConnect Acquisition, such that no Tranche 2 Placement Shares will be issued (or funds raised) if the ClubConnect Acquisition does not complete.

Funds raised from the Tranche 1 Placement Shares were applied towards the Company's working capital needs, repayment of matured convertible notes and costs of the Placement. The funds raised under the Tranche 2 Placement Shares will primarily be applied towards funding the ClubConnect and Rapport Acquisition.

(b) **Entitlements Offer**

Additionally, the Company is conducting a partially underwritten accelerated non-renounceable entitlement offer (**Entitlement Offer**) to raise up to \$5,487,649 (before costs) through the issue of up to 1,371,912,237 Shares at an issue price of \$0.004 per Share (**Entitlement Shares**), on the basis of 1 Entitlement Share for every 1.28 Shares held by Eligible Shareholders (**Entitlements Offer**).

\$768,102.30 was raised from the issue of Entitlement Shares to institutional Shareholders under the institutional component of the Entitlement Offer. All proceeds from the institutional component of the Entitlement Offer would be made available to the Company prior to the closing date of the retail component of the Entitlement Offer. Entitlement Shares not taken up will be available to other Eligible Shareholders under a shortfall facility. The Entitlement Shares are not included in the calculation of the Company's 15% Placement Capacity as the issue falls within Listing Rule 7.2 Exception 1 (issue made under a pro rata issue) and Exception 2 (underwriting the shortfall on a pro rata issue). The funds raised under the Entitlement Offer will predominantly be applied to fund the cash

considerations of both the ClubConnect and Rapport Acquisitions, as well the costs of the Entitlement Offer.

The Entitlement Offer is partially underwritten up to \$2,945,377.20 by MST Financial Services Pty Ltd ABN 54 617 475 180 (**Underwriter**). The Underwriter has also entered into an agreement with Regal Funds Management Pty Limited ACN 107 576 821 as manager or adviser to one or more investment funds to sub-underwrite up to \$2,462,728.25. Further details in respect of the fees payable to the Underwriter, the effect on the control of the Company as a result of the sub-underwriting arrangement and the Entitlement Offer generally are set out in the replacement prospectus dated 10 September 2024.

2. RESOLUTIONS 1 & 2: APPROVAL OF PROPOSED ISSUE OF CLUBCONNECT SHARES AND RAPPORT SHARES

2.1 Background

Resolution 1 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of the ClubConnect Shares to the ClubConnect Vendors as agreed under the terms of the ClubConnect Acquisition.

Similarly, Resolution 2 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of the Rapport Shares to the Rapport Vendors as agreed under the terms of the Rapport Acquisition.

2.2 Number of ClubConnect Shares and Rapport Shares

Under the share sale agreement between the Company and the ClubConnect Vendors, the Company is obliged to issue the ClubConnect Vendors \$2,000,000 worth of Shares at the lower of:

- (a) \$0.0059 per Share i.e. 338,983,051 Shares; or
- (b) the VWAP of Shares over the 30 days immediately prior to completion of the ClubConnect Acquisition.

As a result, the minimum number of ClubConnect Shares is 338,983,051, however more Shares may be issued to the ClubConnect Vendors if the Company's VWAP increases.

Under the share sale agreement between the Company and the Rapport Vendors, the Company is obliged to issue the Rapport Vendors NZ\$150,000 worth of Shares at the VWAP of Shares over the 30 days immediately prior to completion of the Rapport Acquisition.

The ClubConnect Acquisition and Rapport Acquisition are likely to complete on different dates as the Rapport Acquisition must complete at the end of a calendar month.

The above means that as at the date of this Notice:

- (c) the VWAP of Shares over the 30 days immediately prior to completion of the ClubConnect Acquisition and Rapport Acquisition is unknown;

- (d) the total number of ClubConnect Shares and Rapport Shares which the respective vendors are entitled to be issued on completion is unknown; and
- (e) the exchange rate between New Zealand dollars and Australian dollars is unknown.

Since the total number of ClubConnect Shares and Rapport Shares cannot be calculated with certainty, the following table provides examples of the total number of ClubConnect Shares and Rapport Shares that could be issued (assuming an exchange rate of NZ\$1 = AU\$0.91) at a variety of different VWAP Share prices:

	No. of ClubConnect Share	No. of Rapport Shares
30 day VWAP of \$0.003	666,666,667	106,166,667
30 day VWAP of \$0.004	500,000,000	79,625,000
30 day VWAP of \$0.0059*	338,983,051	53,983,051
30 day VWAP of \$0.007	Not applicable. If the VWAP of Shares increases above \$0.0059, as the Company has agreed that the ClubConnect Vendors will still be issued 338,983,051 Shares calculated based on \$2,000,000 divided by \$0.0059 price per Share.	45,500,000

*\$0.0059 is the VWAP of Shares over the 30 days prior to announcement of the ClubConnect Acquisition.

2.3 Approval sought for the purposes of Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions (set out in Listing Rule 7.2), 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 (**15% Placement Capacity**).

Neither issues, of the ClubConnect Shares or Rapport Shares, fall within any of the relevant exceptions under Listing Rule 7.2 and therefore exceeds the Company's 15% Placement Capacity requiring Shareholder approval under Listing Rule 7.1.

If Resolution 1 and 2 is passed, the Company will be able to proceed with the issue of the ClubConnect Shares and the Rapport Shares. Additionally, the issuances will be excluded from the Company's 15% Placement Capacity.

If Resolution 1 and/or 2 is not passed, the Company will not waive the Shareholder approval conditions precedent described at Section 1.3 and the ClubConnect Acquisition and/or the Rapport Acquisition, as applicable, would not complete. In this instance the Company may lose the consolidation, cost reduction and revenue improvement opportunities provided by those acquisitions. The Company may also seek to restructure the deals, which could involve paying some or all of the value of the ClubConnect Shares and Rapport Shares in cash, thereby depleting its cash reserves which may otherwise be applied towards its working capital needs.

2.4 Specific information required by Listing Rule 7.3

In accordance with Listing Rule 7.3, the following information is provided:

	Resolution 1: ClubConnect Shares	Resolution 2: Rapport Shares
Recipient of securities	the ClubConnect Vendors	the Rapport Vendors
Number and class of securities	at least 338,983,051 Shares	please refer to section 2.2
	the ClubConnect Shares and Rapport Shares issued will rank equally in all respects with the Company's existing Shares on issue	
Date of issue	the ClubConnect Shares and Rapport Shares will be issued no later than three (3) months after the date of the Meeting	
Consideration	the deemed issue price of each ClubConnect Share and Rapport Share is set out in Section 1.3 of the Explanatory Statement	
Purpose of the issue and use of funds	the ClubConnect Shares and Rapport Shares have been issued as partial consideration for the ClubConnect Acquisition and Rapport Acquisition, respectively. No funds were raised from the issuances	
Summary of material agreement	refer to Section 1.3 for a summary of the material terms of the agreement under which the Shares will be issued	

2.5 Board Recommendation

The Board recommends that Shareholders vote in favour of Resolutions 1 and 2.

3. RESOLUTION 3: RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES

3.1 Background

Resolution 3 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the prior issue of the Tranche 1 Placement Shares. Refer to Section 1.4(a) for further details about the Placement.

The Tranche 1 Placement Shares were issued without Shareholder approval under the Company's 15% Placement Capacity.

3.2 Approval sought for the purposes of Listing Rule 7.4

The issue of the Tranche 1 Placement Shares does not fall within any of the relevant exceptions under Listing Rule 7.2 and, was issued under the Company's 15% Placement Capacity, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the issue date and the date of the Company's last annual general meeting, respectively. As it has not yet been approved by Shareholders, the Tranche 1 Placement Shares effectively uses up the 15% limit (in Listing Rule 7.1), thereby reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the issue date.

Listing Rule 7.4 allows Shareholders to approve an issue of Equity Securities after it has been made or agreed to be made. If Shareholders approve the issuance, the issue is taken to have been approved under Listing Rule 7.1, and therefore does not reduce the Company's 15% Placement Capacity. Shares issued are taken to have been approved under Listing Rule 7.1 and therefore do not reduce the Company's capacity to issue further equity securities without Shareholder approval under that Listing 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 under Listing Rule 7.1. Accordingly, Resolution 3 seeks Shareholder approval under Listing Rule 7.4 for the issue of the Tranche 1 Placement Shares.

If Resolution 3 is passed, the Tranche 1 Placement Shares will be excluded in calculating the Company's 15% Placement Capacity, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 3 is not passed, the Tranche 1 Placement Shares will remain included in calculating the Company's 15% Placement Capacity, effectively decreasing the number of Equity Securities it can issue without Shareholder approval.

3.3 Specific information required by Listing Rule 7.5

In accordance with Listing Rule 7.5, the following information is provided:

- (a) the Tranche 1 Placement Shares were issued to Professional and Sophisticated Investors identified by the Underwriter;
- (b) 201,122,948 Shares were issued;
- (c) the Tranche 1 Placement Shares rank equally in all respects with the Company's existing Shares on issue;
- (d) the Tranche 1 Placement Shares were issued on 13 September 2024;
- (e) the Tranche 1 Placement Shares were issued at \$0.004; and

- (f) funds raised from the Tranche 1 Placement Shares were applied towards the Company's working capital needs, repaying matured convertible notes and costs of the Placement

3.4 Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 3.

4. RESOLUTION 4: APPROVAL OF PROPOSED ISSUE OF TRANCHE 2 PLACEMENT SHARES

4.1 Background

Resolution 4 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of the Tranche 2 Placement Shares. Refer to Section 1.4(a) for further details about the Placement.

4.2 Approval sought for the purposes of Listing Rule 7.1

For a description on the operation of Listing Rule 7.1 please refer to Section 2.3.

If Resolution 4 is passed and the conditions precedent to the ClubConnect Acquisition are satisfied or waived, the Company will be able to proceed with the issue of the Tranche 2 Placement Shares which will be excluded from the Company's 15% Placement Capacity. The Tranche 2 Placement Shares is not conditional upon completion of or an unconditional right to complete, the Rapport Acquisition. This means that if Resolution 4 is passed and the Rapport Acquisition is terminated, the Company will still be able to issue Tranche 2 Placement Shares.

If Resolution 4 is not passed, the Company will not be able to issue the Tranche 2 Placement Shares and as required under the terms of the Placement to return all commitments received from Placement Participants who subscribed for Tranche 2 Placement Shares, thereby reducing funds otherwise available to the Company.

4.3 Specific information required by Listing Rule 7.3

In accordance with Listing Rule 7.3, the following information is provided:

- (a) the Tranche 2 Placement Shares will be issued to Professional and Sophisticated Investors;
- (b) up to 673,877,052 Shares will be issued;
- (c) the Tranche 2 Placement Shares will rank equally in all respects with the Company's existing Shares on issue;
- (d) the issue of Tranche 2 Placement Shares will occur no later than three (3) months after the date of the Meeting;
- (e) the Tranche 2 Placement Shares were issued at \$0.004; and
- (f) funds raised from the Tranche 2 Placement Shares will primarily be applied towards funding the ClubConnect and Rapport Acquisitions, integration costs (of integrating ClubConnect, Rapport and the Company) and costs of the Entitlement Offer

4.4 Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 4.

GLOSSARY

15% Placement Capacity has the meaning given in 2.3 of the Explanatory Statement.

AEDT means Australian Eastern Daylight Savings Time as observed in Sydney, New South Wales.

Associate has the meaning given to that term in sections 10 to 17 of the Corporations Act.

ASX means ASX Limited or the market operated by it, as the context requires.

Board means the current board of Directors of the Company.

Chair means the chair of the Meeting.

ClubConnect means Ticketmates Australia Pty Ltd ACN 127 532 147.

ClubConnect Acquisition has the meaning given in Section 1.1 of the Explanatory Statement.

ClubConnect Shares means the Shares that will be issued to the ClubConnect Vendors as part consideration for ClubConnect, details of which are set out in Section 1.3 and 2.2 of the Explanatory Statement.

ClubConnect Vendors means:

- (a) Benjamin Robert Manns and Jane Louise Manns as joint trustees for Manns Family Trust;
- (b) Virtual Domains Pty Ltd ACN 159 619 502 as trustee for Ticketmates Employee Unit Trust ABN 28 496 074 105;
- (c) RACQ Operations Pty Ltd ACN 009 663 414; and
- (d) U-T Australia Pty Ltd ACN 627 993 480.

Company or **Gratifii** means Gratifii Limited ACN 125 688 940.

Constitution means the Company's constitution.

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

Directors means the directors of the Company from time to time.

Eligible Shareholders has the meaning given in the Prospectus.

Entitlement Shares has the meaning given in Section 1.4(b) of the Explanatory Statement.

Entitlement Offer has the meaning given in Section 1.4(b) of the Explanatory Statement.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

General Meeting or **Meeting** means the meeting convened by the Notice.

Listing Rules means the Listing Rules of the ASX.

Material Adverse Change has the meaning given in Section 1.3 of the Explanatory Statement.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an unlisted option to acquire a Share.

Placement has the meaning given in Section 1.4(a) of the Explanatory Statement.

Placement Participants means the Professional and Sophisticated Investors identified by the Underwriter who participated in the Placement and were issued Placement Shares;

Placement Shares means the Tranche 1 Placement Shares and Tranche 2 Placement Shares.

Professional and Sophisticated Investors means investors within the definition in sections 708(8) or 708(11) of the Corporations Act.

Prospectus means the Company's second replacement prospectus dated on or around 26 September 2024.

Proxy Form means the proxy form accompanying the Notice.

Rapport means Rapport Group Limited 6781753 (NZBN:9429046681980).

Rapport Acquisition has the meaning given in Section 1.2 of the Explanatory Statement.

Rapport Shares means the Shares that will be issued to the Rapport Vendors as part consideration for Rapport, details of which are set out in Section 1.3 and 2.2 of the Explanatory Statement.

Rapport Vendors means WT Business Trustee Limited as trustee for the L&S Business Ventures Trust NZBN 9429049385656 and Leonie Ann Titshall.

Record Date has the meaning given to that term in the Prospectus.

Resolution means a resolution set out in the Notice.

Section means a section of the Explanatory Statement.

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

Shareholder means a holder of a Share.

Tranche 1 Placement Shares has the meaning given in Section 1.4(a) of the Explanatory Statement.

Tranche 2 Placement Shares has the meaning given in Section 1.4(a) of the Explanatory Statement.

Underwriter means MST Financial Services Pty Ltd ABN 54 617 475 180.

VWAP means the volume weighted average price.



Gratificii Limited | ABN 47 125 688 940

Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Your proxy voting instruction must be received by **03.00pm (AEDT) on Monday, 28 October 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au/>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

