

ASX Release

3 November 2023

Results of 2023 Annual General Meeting

In accordance with ASX Listing Rule 3.13.2 & section 251AA of the Corporations Act, the following information is provided to the ASX in relation to the resolutions passed by shareholders of Spenda Limited at its Annual General Meeting of shareholders held on 3 November 2023. All resolutions were passed by a poll, called by the Chair pursuant to the Notice of Meeting. The Chair voted all undirected proxies held at his discretion in favour of resolutions 1 to 20.

A summary of the voting results is set out on the attached pages.

- ENDS -



About Spenda

Spenda Limited (ASX:SPX) offers a unique payments solution to remove friction across a closed loop and decentralised marketplace, such as franchise networks, member organisations or agricultural supply chain networks. Spenda's payments solution has three components - Software, Payments and Lending - and enables end-to-end e-invoicing integration, rapid ordering, digital trust and automated reconciliation.

Spenda creates an industry standard operating environment (SOE) that enables the effective and seamless transfer of data from multiple, disparate software systems in one standardised technology solution. Spenda's ability to analyse and understand payment flows throughout these networks enables the Company to offer customised financing solutions to clients, in order to improve their working capital efficiency and cash utilisation throughout their operations.

For investors seeking information on the Company's activities that relate to marketing, customer events and other acknowledgement of customer activities, this information will be posted to the Company's news section of the website and on social media channels with the handle #getSpenda, active on Twitter, LinkedIn, Instagram and Facebook.

For more information, see <https://investors.spenda.co/>

This announcement has been authorised by the Company Secretary.

Investor Enquiries

Please email: investors@spenda.co



Disclosure of Proxy Votes

Spenda Limited

Annual General Meeting

Friday, 03 November 2023



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In accordance with section 251AA of the Corporations Act 2001, the following information is provided in relation to resolutions put to members at the meeting.

Resolution	Decided by Show of Hands (S) or Poll (P)	Total Number of Proxy Votes exercisable by proxies validly appointed	Proxy Votes				Poll Results (if applicable)			Results
			FOR	AGAINST	ABSTAIN	PROXY'S DISCRETION	FOR	AGAINST	ABSTAIN	OUTCOME
1 Adoption of Remuneration Report	P	507,962,188	422,929,800 83.26%	63,479,630 12.50%	58,026,267	21,552,758 4.24%	464,482,558 87.55%	66,058,619 12.45%	107,026,267	-
2 Re-election of Peter Richards as Director	P	969,570,507	871,247,176 89.86%	74,188,772 7.65%	95,500,105	24,134,559 2.49%	919,180,168 92.53%	74,188,772 7.47%	146,675,105	Passed
3 Election of David Laird as Director	P	994,200,933	941,674,517 94.72%	36,023,658 3.62%	70,869,679	16,502,758 1.66%	1,033,150,708 96.63%	36,023,658 3.37%	70,869,679	Passed
4 Ratification of prior issue of Shares and Options under ESIP	P	793,340,746	698,428,507 88.04%	69,547,481 8.77%	93,488,012	25,364,758 3.20%	742,487,709 91.44%	69,547,481 8.56%	145,067,001	Passed
5 Ratification of Prior Issue of Placement Shares under ASX Listing Rule 7.1A	P	873,652,545	786,099,734 89.98%	62,188,053 7.12%	67,488,012	25,364,758 2.90%	863,858,936 93.28%	62,188,053 6.72%	70,067,001	Passed
6 Ratification of Prior Issue of Placement Shares under ASX Listing Rule 7.1	P	873,652,545	784,044,082 89.74%	64,243,705 7.35%	67,488,012	25,364,758 2.90%	861,803,284 93.06%	64,243,705 6.94%	70,067,001	Passed
7 Ratification of Prior Issue of Placement Options under ASX Listing Rule 7.1	P	873,652,545	786,187,114 89.99%	62,112,673 7.11%	67,488,012	25,352,758 2.90%	863,934,316 93.29%	62,112,673 6.71%	70,067,001	Passed
8 Approval of Issue of Placement Shares and Placement Options to Related Party – Participation in Placement – Mr. Peter Richards	P	960,577,778	864,615,080 90.01%	73,199,940 7.62%	104,492,834	22,762,758 2.37%	959,772,282 92.68%	75,778,929 7.32%	104,492,834	Passed



Resolution	Decided by Show of Hands (S) or Poll (P)	Total Number of Proxy Votes exercisable by proxies validly appointed	Proxy Votes				Poll Results (if applicable)			Results
			FOR	AGAINST	ABSTAIN	PROXY'S DISCRETION	FOR	AGAINST	ABSTAIN	OUTCOME
9 Approval of Issue of Placement Shares and Placement Options to Related Party - Participation in Placement – Mr. Adrian Floate	P	694,947,155	599,071,169 86.20%	74,323,228 10.69%	66,413,380	21,552,758 3.10%	691,318,371 89.99%	76,902,217 10.01%	66,413,380	Passed
10 Approval of Issue of Placement Shares and Placement Options to Related Party - Participation in Placement – Mr. Howard Digby	P	982,140,798	891,196,996 90.74%	69,391,044 7.07%	82,929,814	21,552,758 2.19%	985,144,198 93.19%	71,970,033 6.81%	82,929,814	Passed
11 Ratification of Prior Issue of Broker Options under ASX Listing Rule 7.1	P	997,217,600	910,155,778 91.27%	64,509,064 6.47%	67,853,012	22,552,758 2.26%	1,005,102,980 93.97%	64,509,064 6.03%	70,432,001	Passed
12 Adoption of Employee Securities Incentive Plan	P	457,830,795	352,839,714 77.07%	82,438,323 18.01%	70,481,998	22,552,758 4.93%	394,971,461 75.03%	131,438,323 24.97%	70,481,998	Passed
13 Approval of Issue of Shares and Options to Adrian Floate, Director of the Company	P	639,487,729	532,301,772 83.24%	85,633,199 13.39%	121,872,806	21,552,758 3.37%	575,548,974 86.71%	88,212,188 13.29%	170,872,806	Passed
14 Approval of Issue of Options to Peter Richards, Director of the Company	P	960,638,778	798,919,016 83.17%	139,167,004 14.49%	104,431,834	22,552,758 2.35%	844,866,218 85.63%	141,745,993 14.37%	153,431,834	Passed
15 Approval of Issue of Options to Stephen Dale, Director of the Company	P	972,928,232	827,279,036 85.03%	123,096,438 12.65%	92,142,380	22,552,758 2.32%	871,531,794 87.40%	125,675,427 12.60%	141,142,380	Passed
16 Approval of Issue of Options to, Howard Digby, Director of the Company	P	956,411,798	846,059,870 88.46%	88,799,170 9.28%	108,658,814	21,552,758 2.25%	891,007,072 90.70%	91,378,159 9.30%	157,658,814	Passed
17 Approval of Issue of Options to, David Laird, Director of the Company	P	945,296,183	880,252,716 93.12%	48,190,709 5.10%	119,774,429	16,852,758 1.78%	969,499,918 95.02%	50,769,698 4.98%	119,774,429	Passed
18 Approval to issue up to 400,000,000 Shares	P	967,648,787	856,365,143 88.50%	89,730,886 9.27%	97,421,825	21,552,758 2.23%	903,891,334 90.97%	89,730,886 9.03%	146,421,825	Passed
19 ASX Listing Rule 7.1A Approval of Future Issue of Securities	P	999,184,551	902,627,429 90.34%	73,992,364 7.41%	65,886,061	22,564,758 2.26%	997,586,631 93.10%	73,992,364 6.90%	68,465,050	Passed
20 Appointment of Auditor	P	999,090,933	969,705,085 97.06%	7,973,090 0.80%	65,979,679	21,412,758 2.14%	1,063,916,276 99.26%	7,973,090 0.74%	68,154,679	Passed
21 Spill Resolution (Conditional Item) - WITHDRAWN										

