

5 February 2024

MR SAM SAMPLE
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SRN/HIN:
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SHARE PURCHASE PLAN

Dear Shareholder

On 2 January 2024, Novatti Group Limited (**ASX:NOV**) (**Novatti** or **Company**) announced a \$2 million Share Purchase Plan for eligible Novatti shareholders (**SPP Offer**) in conjunction with a \$3.5 million convertible note facility from professional and sophisticated investors, directors and management (**Facility**), for an aggregate capital raising of up to \$5.5 million.

Under the SPP Offer, **Eligible Shareholders** are Novatti shareholders who:

- held Novatti ordinary shares at 7.00pm AEDT on Friday, 29 December 2023 (**Record Date**);
- have a registered address in Australia or New Zealand; and
- are not located in the United States, and not acting for the account or benefit of persons in the United States.

Eligible Shareholders may apply for new ordinary shares (**New Shares**) at the issue price of \$0.06 per New Share, with one free attaching option exercisable at \$0.095 each on or before 31 January 2027 (**New Option**) for every two New Shares issued, without paying any brokerage.

Eligible Shareholders may apply for New Shares in the following increments, from a minimum of \$2,000 up to a maximum of \$30,000, with fractional entitlements rounded up:

	SPP Offer Application Amount	No. of New Shares that may be purchased	No. of Free-Attaching Options
Offer A	\$30,000	500,000	250,000
Offer B	\$25,000	416,667	208,334
Offer C	\$20,000	333,334	166,667
Offer D	\$15,000	250,000	125,000
Offer E	\$10,000	166,667	83,334
Offer F	\$7,500	125,000	62,500
Offer G	\$5,000	83,334	41,667
Offer H	\$2,000	33,334	16,667

Participation in the SPP Offer is optional.

Depending on applications received, the Company will undertake a scale back so that no more than \$2,00,000 is raised under the SPP Offer. Scale back decisions are made at the discretion of the Novatti Board and are final. In the case of a scale back, an Eligible Shareholder may receive less New Shares than they applied for and, should this occur and subject to the SPP Offer terms and conditions, Novatti will refund any excess application funds.

The SPP Offer for the New Shares is subject to the terms and conditions set out in the SPP Offer Booklet. The SPP Offer for the attaching New Options is subject to the terms and conditions set out in a prospectus issued under section 713 of the *Corporations Act 2001* (Cth) (**Prospectus**). Both documents are dated 5 February 2024.

The SPP Offer for the New Shares and attaching New Options is subject to and conditional upon the receipt of shareholder approval for the purposes of Listing Rule 7.1 (and all other purposes) in order to allow the Company to issue New Shares and Options under the SPP. A general meeting has been convened for 14 February 2024 for these purposes. Further details regarding the approvals being sought at the meeting, including the consequences if the relevant resolutions are not passed, are set out in the notice of meeting for released by the Company to ASX on 15 January 2024.

By lodging an application under the SPP Offer you agree to be bound by the terms and conditions set out in the SPP Offer Booklet for the New Shares and the Prospectus for the New Options, respectively. A copy of the SPP Offer Booklet and the Prospectus, along with instructions on how to apply for New Shares and attaching New Options, and submit payment, is available online by taking the following steps:

- Go to <https://investor.automic.com.au/#/home>
- Log in with your existing username and password or register for an online account
- Once logged in, click on “Documents and Statements” then “Other Documents”
- Click on the Booklet, Options Prospectus and Application Form to download

This letter is to notify you that the SPP Offer is now open and provide you with instructions as to how to access a copy of the SPP Offer Booklet, Prospectus and your Application Form.

**The SPP Offer is scheduled to close at 5:00pm (AEDT) on 22 February 2024.
Your application and payment must be received before this time.**

You should read the SPP Offer Booklet and the Prospectus carefully, and in their entirety, before deciding whether to participate in the SPP Offer.

Novatti strongly advises that you seek advice from your stockbroker, solicitor, accountant or other professional advisor to determine if this investment is suitable for you.

Key Dates*

Event	Date
SPP Record Date (7.00pm)	29 December 2023
Capital raising announced to ASX	2 January 2024
Issue of Tranche 1 Convertible Notes	8 January 2024
SPP Offer Booklet lodged with ASX Options Prospectus lodged with ASIC and ASX Opening Date of SPP Offer and SPP Option Offer Letters sent to Eligible Shareholders	5 February 2024
General Meeting to approve the issue of Tranche 2 Convertible Notes, SPP Shares and Options, and Noteholder Options	14 February 2024
Issue of Tranche 2 Convertible Notes	15 February 2024
Closing Date of SPP Offer and SPP Option Offer (5.00pm)	22 February 2024
Announcement of results of SPP	26 February 2024
Issue and trading of Shares under SPP (other than SPP Shortfall Shares, if any)	27 February 2024
Allotment of Options under SPP (other than in connection with the SPP Shortfall Offer, if any) and to Noteholders	27 February 2024

* These times and dates are indicative only and may change without notice. All times are AEDT.
The Directors reserve the right to vary these dates, including the closing dates, without notice.

Action required by Eligible Shareholders

Eligible Shareholders may participate in the SPP Offer by downloading the SPP Offer Booklet and Prospectus and, following the instructions contained within their personalised Application Form, making payment via BPAY® or electronic funds transfer (EFT).

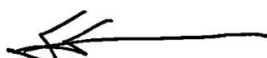
Application monies must be paid in Australian currency and be received before 5:00pm (AEDT) on 22 February 2024 (**Closing Date**). Novatti reserves the right to close the SPP Offer early or extend the SPP Offer at its sole discretion.

Participation in the SPP Offer is optional and Eligible Shareholders may elect to do nothing. If you choose to do nothing, you will continue to hold the same number of Novatti shares, however, your interest in Novatti will be diluted.

Your right to participate in the SPP Offer is not transferable.

If you have any questions in relation to the SPP Offer please contact Automatic Registry Services, the Company's share registry, from 8.30am to 7.00pm AEDT Monday to Friday on 1300 288 664 (toll free within Australia) or +61 2 9698 5414 (International), before the Closing Date.

Yours faithfully



Steven Stamboultgis
Company Secretary