

ASX Announcement

1 November 2024

Entitlement Offer Opens

Novatti Group Limited (ASX:NOV) (Novatti or Company), is pleased to advise that its partially underwritten 1 for 3 pro rata non-renounceable entitlement offer (**Entitlement Offer**), that was announced on Friday, 11 October 2024, opens today. The Entitlement Offer is made under the prospectus lodged by the Company with ASIC and ASX on Thursday, 24 October 2024 (**Prospectus**).

The Company advises that it will today complete despatch of following documents:

- to Eligible Shareholders (as defined the Prospectus) who have nominated to receive documents from the Company by electronic means, the Prospectus and personalised Entitlement and Acceptance Form by such electronic means; and
- to other Eligible Shareholders, the enclosed letter notifying them of the Entitlement Offer and providing instructions on how to participate in the Entitlement Offer (including how to access a copy of the Prospectus and personalised Entitlement and Acceptance Form).

Eligible Shareholders should carefully read the Prospectus for further details about the Entitlement Offer.

For further information on the Entitlement Offer, please call the Company's share registry on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) at any time between 8.30am and 7.00pm (Melbourne time), Monday to Friday. Alternatively, you should contact your broker, solicitor, accountant, financial adviser or other professional adviser.

Novatti invites investors to keep up-to-date with company news, events and industry research by joining the Novatti mailing list at <https://www.novatti.com/subscribe>

Investors can view all Novatti announcements at: <https://www.novatti.com/asx-announcements>

This announcement has been approved for release by Chairman Peter Pawlowitsch and CEO Mark Healy.

For further information, contact:

Mark Healy
CEO
Novatti Group Limited
investorrelations@novatti.com

About Novatti Group Limited (ASX:NOV)

Novatti is a leading fintech that enables businesses to pay and be paid from any device, anywhere. From corner stores and start-ups to global organisations, our solutions will unlock your ambitions. Solutions include acquiring, billing, issuing, and processing.

Disclaimer

The information in this announcement does not constitute investment or financial product advice (nor tax, accounting or legal advice) nor any recommendation to acquire securities in the Company. It does not take into account any individual's investment objectives, financial situation or particular needs. Before making an investment decision, prospective investors should consider the appropriateness of the information having regard to their own objectives, financial situation and needs and seek appropriate advice, including financial, legal, accounting and taxation advice appropriate to their jurisdiction. Novatti is not licensed to provide financial product advice in respect of the securities in the Company. This announcement is not and should not be considered an invitation or offer to acquire or sell shares in Novatti or any other financial products, or a solicitation to invest in or refrain from investing in shares in Novatti or any other financial products. This announcement is for information purposes only and it is not a prospectus, disclosure document, product disclosure statement or other offering document under Australian law or any other law.

Not for release to US wire services or distribution in the United States

This announcement has been prepared for publication in Australia and may not be released to US wire services or distributed in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or any other jurisdiction. Any securities described in this announcement have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

1 November 2024

Dear Shareholder

Notice to Eligible Retail Shareholders of Non-Renounceable Entitlement Offer

We write to you as the registered holder of fully paid ordinary shares (**Shares**) in Novatti Group Limited (ACN 606 556 183) (**ASX:NOV**) (**Novatti** or **Company**) as at 7.00pm (Melbourne time) on Tuesday, 29 October 2024 (**Record Date**).

Pursuant to the prospectus lodged with ASX and ASIC on 24 October 2024 (**Prospectus**), Novatti is undertaking a partially underwritten pro-rata non-renounceable entitlement offer (**Entitlement Offer**) of new Shares (**New Shares**) on a 1 for 3 basis, at an issue price of \$0.04 per New Share to raise approximately \$5.4 million (before costs).

The Company is also undertaking a two tranche placement to sophisticated and professional investors to raise approximately \$4 million (before costs) (**Placement**). The first tranche was completed on 23 October 2024 and the second tranche is schedule for completion in early December 2024, subject to shareholder approval.

For every New Share subscribed for under the Capital Raising, investors will receive a free attaching option on a 1 for 1 basis exercisable at \$0.064 and expiring on 31 December 2027 (**Attaching Options**), subject to shareholder approval. The Company will seek to list the Attaching Options on ASX as a new class of quoted security for the Company, subject to ASX approval.

The Prospectus has been released to ASX and is available to view on the ASX website at <https://www.asx.com.au/markets/trade-our-cash-market/announcements.nov>. Further information on the Entitlement Offer is detailed in this Prospectus. You should read the entirety of the Prospectus carefully, and the Company's ASX announcements before deciding whether to participate in the Entitlement Offer.

An investment in the Company is highly speculative and subject to a range of risks, which are detailed in Section 5 of the Prospectus. Before applying for New Shares, you should satisfy yourself that you have a sufficient understanding of the risks involved in making an investment in the Company. If you are in any doubt about the Entitlement Offer, whether you should participate in the Entitlement Offer or how such participation will affect you, you should seek independent financial and taxation advice before making a decision as to whether or not to take up any New Shares under the Entitlement Offer.

The Company will not be printing and dispatching hard copies of the Prospectus or Entitlement and Acceptance Forms. Instead, an electronic copy of the Prospectus and your Entitlement and Acceptance Form is available and accessible by you (using your Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**) from your latest Holding Statement, and your postcode) at the following link: <https://investor.automic.com.au/#/home>

Shareholders should read the Prospectus in full prior to making an application under the Entitlement Offer. Your application under the Entitlement Offer must be made by making payment in accordance with the personalised payment instructions on your Entitlement and Acceptance Form.

How to Access the Entitlement Offer:

1. **ONLINE** - The Prospectus and personalised Entitlement and Acceptance Form can be accessed at <https://investor.automic.com.au/#/home>
2. **PAPER** - Request a paper copy of the Prospectus and the personalised Entitlement and Acceptance Form by contacting the Company's Share Registry on 1300 288 664 (within Australia) or: +61 2 9698 5414 (outside Australia) between 8:30am and 7:00pm (Melbourne time).

To download the Prospectus and your personalised Entitlement and Acceptance Form, you have the following 3 choices:

I already have an online account with the Automic Share registry	I don't have an online account with Automic – but wish to register for one	I don't have an online account with Automic – but want to use Automic for this Entitlement Offer only
https://investor.automic.com.au Select: "Existing Users Sign In" Once you have successfully signed in, click on "Documents and Statements" Download the Prospectus and Entitlement and Acceptance Form Do not return your Entitlement and Acceptance Form	https://investor.automic.com.au/#/signup Select: NOVATTI GROUP LIMITED from the dropdown list in the ISSUER field. Enter you holder number SRN / HIN (from your latest Holding Statement) Enter Postcode (Aust only) or Country of Residence (if not Australia) Tick box "I am not a robot", then Next. Complete prompts Once you have successfully signed in, click on "Documents and Statements" Download the Prospectus and Entitlement and Acceptance Form Do not return your Entitlement and Acceptance Form	https://investor.automic.com.au/#/loginsah Select: NOVATTI GROUP LIMITED from the dropdown list in the ISSUER field Enter you holder number SRN / HIN (from your latest Holding Statement) Enter Postcode (Aust only) or Country of Residence (if not Australia) Tick box "I am not a robot", then Access Once you have successfully signed in, click on "Documents and Statements" Download the Prospectus and Entitlement and Acceptance Form Do not return your Entitlement and Acceptance Form

If you are unable to access the webpage at <https://investor.automic.com.au/#/home>, you can obtain a copy of the Prospectus and your personalised Entitlement and Acceptance Form by calling Automic, the Company's Share Registry on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) or emailing corporate.actions@automicgroup.com.au and asking them to mail a paper copy of the Prospectus and your personalised Entitlement and Acceptance Form to you free of charge. After your request has been acknowledged by Automic you will need to provide your SRN or HIN and postcode to complete this request. To participate in the Entitlement Offer using these paper copy documents, you will still need to make payment via BPay® or via Electronic Funds Transfer (EFT). For New Zealand shareholders please follow the instructions on your Entitlement and Acceptance Form to make payment via Electronic Funds Transfer (EFT).

Key Features of the Entitlement Offer

The Entitlement Offer is available to Eligible Shareholders registered at 7:00pm (Melbourne time) on the Record Date whose registered address is in Australia and New Zealand. The Entitlement Offer is not being extended to any shareholders with addresses outside these jurisdictions.

The Entitlement Offer is non-renounceable and therefore your Entitlements will not be tradeable on the ASX or otherwise transferable.

All of the New Shares will rank equally with the existing Shares on issue in the Company from the date of allotment. Further details regarding the rights and liabilities attaching to Shares and the terms and conditions of the Attaching Options are contained in the Prospectus.

Purpose of the Offers

The proceeds from the capital raising (after costs) will be allocated to:

- repayment of liabilities
- brand refresh
- vertical market penetration (education, real estate and health)
- new business initiatives, and
- general working capital.

Indicative Timetable

Activity	Date (2024)
Record date for Entitlement Offer (7.00pm Melbourne time)	Tuesday, 29 October
Entitlement Offer opening date, Prospectus sent out to Eligible Shareholders and Company announces this has been completed	Friday, 1 November
Last day to extend Closing Date of the Entitlement Offer	Thursday, 14 November
Closing date for Entitlement Offer (5.00pm Melbourne time)	Tuesday, 19 November
Announcement of results of the Entitlement Offer and Shortfall	Friday, 22 November
Issue and Shares and Attaching Options under Entitlement Offer	Tuesday, 26 November
Annual General Meeting	Thursday, 28 November
Issue of Tranche 2 Placement Shares Issue of Placement Options Issue of Broker Options Issue of Noteholder Incentive Options	Friday, 6 December

*The above dates are indicative only and subject to change. The Directors may extend the Closing Date by giving at least 3 Business Days' notice to ASX prior to the Closing Date. Accordingly, the date the Securities are expected to commence trading on ASX may vary.

The Offer closes at 5:00pm (Melbourne time) on Tuesday, 19 November 2024.

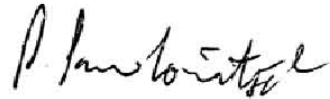
For further information about the Entitlement Offer, please call the Company's Share Registry, Automic Registry Services, on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) between 8:30am and 7:00pm (Melbourne time).

This notice is to inform you of the Entitlement Offer. You are not required to do anything in respect to this letter.

It is important that you read the Prospectus carefully before deciding whether to participate in the Entitlement Offer and seek advice from your broker, solicitor, accountant or other professional adviser if you have any queries.

On behalf of the Board, I thank you for your ongoing support.

Yours faithfully
Novatti Group Limited



Peter Pawlowitsch
Chairman and Non-Executive Director

This letter is issued by Novatti Group Limited (ACN 606 556 183) (ASX:NOV). This letter is not a prospectus or offering document under Australian law or any other law. It is for information purposes only and does not constitute an offer, invitation or recommendation to subscribe for, retain or purchase any New Shares in any jurisdiction. This letter does not constitute financial product advice and does not and will not form part of any contract for the acquisition of New Shares.

This letter does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or to any person acting for the account or benefit of any person in the United States, or in any other jurisdiction in which such an offer or solicitation would be illegal.

Nothing contained in this document constitutes investment, legal, tax or other advice. The information in this document is general information only, and does not take into account your individual objectives, taxation position, financial situation or needs. Please read the Prospectus, and if you are unsure of your position, please seek professional advice from your stockbroker, solicitor, accountant or other professional adviser.

IMPORTANT NOTICE TO NOMINEES: Because of legal restrictions, you must not send copies of this letter nor any material relating to the Retail Entitlement Offer to any of your clients (or any other person) in the United States or any other person acting for the account or benefit of persons in the United States or to any person in any other jurisdiction outside of Australia and New Zealand. Failure to comply with these restrictions may result in violations of applicable securities laws. The provision of this document is not, and should not be considered as, financial product advice. The information in this document is general information only, and does not take into account your individual objectives, taxation position, financial situation or needs. If you are unsure of your position, please contact your accountant, tax advisor, stockbroker or other professional advisor.