

VORTIV LIMITED

ABN 98 057 335 672

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of the Company will be held at Level 1, 283 Elizabeth Street, Brisbane, Queensland and electronically on an online platform www.advancedshare.com.au/virtual-meeting on 22 August 2022 at 11am (AEST).

This Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on 08 6444 1798.

TIME AND PLACE OF ANNUAL GENERAL MEETING AND HOW TO VOTE

Venue

The Annual General Meeting of the Company will be held at:

Level 1, 283 Elizabeth Street, Brisbane QLD

Commencing at 11am (AEST)

on Monday, 22 August 2022.

The electronic element of the AGM will be held via www.advancedshare.com.au/virtual-meeting

Meeting ID: **VOR0008**

Shareholder ID: Please refer to your personalised Shareholder ID on your Proxy Form

How to Vote

You may vote by attending the Meeting in person or electronically on the AGM online platform, by proxy or authorised representative.

Voting in Person

To vote in person, attend the Meeting on the date and at the place set out above. The Meeting will commence at 11am (AEST).

Voting Electronically

To vote electronically, attend the Meeting on the date and via www.advancedshare.com.au/virtual-meeting set out above. The Meeting will commence at 11am (AEST).

Voting by Proxy

To vote by proxy, please complete and sign the proxy form enclosed with this Notice as soon as possible and either deliver the proxy form by post, in person, by facsimile or by email in accordance with instructions on the proxy form. You may also submit your proxy vote online in accordance with instructions on the proxy form.

Your proxy form must be received not later than 48 hours before the commencement of the Meeting.

VOTING AND PROXIES

1. A Shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights. If the Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a Shareholder of the Company.
2. Where a voting exclusion applies, the Company need not disregard a vote if it is cast by the person who is entitled to vote in accordance with the directions on the proxy form or it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.
3. The Chair of the Meeting will vote undirected proxies in favour of all Resolutions.
4. In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Directors have set a date and time to determine the identity of those Shareholders entitled to attend and vote at the Meeting. The date is 20 August 2022 at 5pm (AEST).
5. A proxy form is attached. If required it should be completed, signed and returned to the Company's registered office in accordance with the instructions on that form.

ONLINE ATTENDANCE AND VOTING

Shareholders and their proxies or corporate representatives will be able to participate in the Meeting through an online platform at www.advancedshare.com.au/virtual-meeting.

This online platform allows Shareholders to attend the Meeting in real time and allow them to vote and ask questions in respect to the resolutions.

It is recommended that Shareholders try to log on to the online platform at least 10 minutes prior to the scheduled start time for the Meeting. Shareholders who wish to participate virtually may do so in accordance with the following instructions:

1. Go to www.advancedshare.com.au/virtual-meeting
2. Login using the Meeting ID and your personalised Shareholder ID which can be found on your personalised Proxy Form, where you can join the meeting, directly lodge questions, and enter poll instructions on the resolutions
3. There will be a live webcast where you can listen to the virtual Meeting

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of Shareholders of the Company will be held at Level 1, 283 Elizabeth Street, Queensland on Monday, 22 August 2022 at 11am (AEST) (**Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form are part of this Notice.

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 as Shareholders on 20 August 2022 at 5pm (AEST).

AGENDA

1. Annual Report

To table and consider the Annual Report of the Company and its controlled entities for the year ended 31 March 2022, which includes the Financial Report and Director's Report, Remuneration Report and the Auditor's Report.

2. Resolution 1 – Remuneration Report

To consider, and if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Report for the financial year ended 31 March 2022."

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement: In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons (the "voter"):

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, the voter may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (c) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (d) the voter is the Chair of the meeting and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. Resolution 2A – Affirmation of Director Appointment – Mr Nicholas Smedley

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

"That, subject to and conditional upon all of the Director Resolutions passing, Mr Nicholas Smedley, who seeks shareholder affirmation of his appointment as a Director in accordance with the Explanatory Memorandum, offers himself for re-election, and his appointment is hereby affirmed by shareholders as a Director of the Company."

Further details in respect of Resolution 2A are set out in the Explanatory Memorandum accompanying this Notice.

4. Resolution 2B – Affirmation of Director Appointment – Mr Jason Titman

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

"That, subject to and conditional upon all of the Director Resolutions passing, Mr Jason Titman, who seeks shareholder affirmation of his appointment as a Director in accordance with the Explanatory Memorandum, offers himself for re-election, and his appointment is hereby affirmed by shareholders as a Director of the Company."

Further details in respect of Resolution 2B are set out in the Explanatory Memorandum accompanying this Notice.

5. Resolution 2C – Re-election of Director – Mr Simon Vertullo

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

"That, subject to and conditional upon all of the Director Resolutions passing, Mr Simon Vertullo, who retires in accordance with clause 6.3 of the Constitution and ASX Listing Rule 14.4 and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

Further details in respect of Resolution 2C are set out in the Explanatory Memorandum accompanying this Notice.

6. Resolution 3 – Approval of 10% Placement Capacity

To consider, and if thought fit, to pass the following resolution as a **special resolution** with or without amendment:

"That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue Equity Securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2, to be issued on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of Equity Securities under this Resolution (except a benefit solely by reason of being a Shareholder) or an associate of that person. However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution 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 Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

7. Resolution 4 – Approval of Change of Company Name

To consider, and if thought fit, to pass the following resolution as a **special resolution** with or without amendment:

"That, for the purposes of section 157(1) of the Corporations Act 2001 (Cth) and for all other purposes, approval is given for the Company to change its name from "Vortiv Limited" to "Findi Limited" effective on and from the date of this resolution."

Further details in respect of Resolution 4 are set out in the Explanatory Memorandum accompanying this Notice.

8. Resolution 5 – Approval of Vortiv Long Term Incentive Plan (LTI Plan)

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

"That, for the purposes of ASX Listing Rule 7.2 Exception 13 and for all other purposes, the Vortiv Long Term Incentive Plan (LTI Plan) be approved on the terms and conditions set out in the Explanatory Memorandum."

Further details in respect of Resolution 5 are set out in the Explanatory Memorandum accompanying this Notice.

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who is eligible to participate in the LTI Plan or an associate of that person. However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution 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 Resolution; and

- (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons (the "voter"):

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, the voter may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (c) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (d) the voter is the Chair of the meeting and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

9. Resolution 6 – Amendment to the Constitution

To consider, and if thought fit, to pass the following resolution as a **special resolution** with or without amendment:

"That, for the purposes of section 136(2) of the Corporations Act 2001 (Cth) and for all other purposes, the Constitution be modified by making the amendment contained in the document tabled at the Meeting and signed by the Chair for the purposes of identification, with effect from the passing of this Resolution, as detailed in the Explanatory Memorandum to this Notice."

Further details in respect of Resolution 6 are set out in the Explanatory Memorandum accompanying this Notice.

10. Resolution 7 – Consolidation of share capital

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

"That, pursuant to section 254H of the Corporations Act and for all purposes, the issued capital of the Company be consolidated on the basis that every 20 Shares be consolidated into 1 Share to result in the Company having 25,258,430 Shares, and, where the number of Shares held by a member of the Company as a result of the consolidation effected by this Resolution includes a fraction of a Share, the Company be authorised to round that fraction up to the nearest whole Share."

Further details in respect of Resolution 7 are set out in the Explanatory Memorandum accompanying this Notice.

Dated: 18 July 2022

BY ORDER OF THE BOARD

MR ALASTAIR BEARD

Company Secretary

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held at Level 1, 283 Elizabeth Street, Queensland and electronically on an online platform on 22 August 2022 at 11am (AEST).

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions in the Notice.

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

2. Annual Financial Report

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 31 March 2022 together with the declaration of the directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

In accordance with amendments to the Corporations Act the Company is no longer required to provide a hard copy of the Company's annual financial report to Shareholders unless a Shareholder has specifically elected to receive a printed copy. Shareholders may view the Company's annual financial report on its website at www.vortiv.com or the ASX website at www.asx.com.au.

There is no requirement for Shareholders to approve the Annual Report.

Shareholders will be offered the following opportunities:

- (a) Discuss the Annual Financial Report for the financial period ended 31 March 2022.
- (b) Ask questions about, or make comment on, the management of the Company.
- (c) Ask questions about, or make comment on, the Remuneration Report.
- (d) Ask the auditor questions about:
 - (i) the conduct of the audit;
 - (ii) the preparation and content of the Auditor's Report;
 - (iii) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
 - (iv) the independence of the auditor in relation to the conduct of the audit.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- (a) the content of the Auditor's Report; and
- (b) the conduct of the audit of the Financial Report.

may be submitted no later than five business days before the Meeting to the Company Secretary at the Company's registered office.

3. Resolution 1 – Remuneration Report

The Remuneration Report of the Company for the year ending 31 March 2022 is set out in the Director's Report. The Remuneration Report sets out the Company's remuneration arrangements for executive and non-executive Directors and executive employees of the Company.

A reasonable opportunity will be given for the discussion of the Remuneration Report at the Meeting. Shareholders should note that the vote on this Resolution is advisory only and does not bind the Company or the Directors. Of itself, a failure of Shareholders to pass Resolution 1 will not require the Directors to alter any of the arrangements in the Remuneration Report.

Under the Corporations Act, if at least 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution (a **Spill Resolution**) on whether another general meeting be held (within 90 days) at which all of the Directors (other than the Managing Director) who were in office at the date of approval for the applicable Director's Report must go up for re-election. The Company encourages all Shareholders to cast their votes on Resolution 1 (Remuneration Report).

3.1 Previous Voting Results

At the Company's previous annual general meeting, the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting. However, if at least 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report, Shareholders should be aware that if 25% or more of the votes are cast against the Remuneration Report at the next annual general meeting, the consequences are that all Directors (other than the Managing Director) may be up for re-election.

3.2 Proxy Restrictions

Pursuant to the Corporations Act, if you appoint a member of the Key Management Personnel (other than the Chair) or any Closely Related Party as your proxy to vote on this Resolution 1, **you must direct the proxy how they are to vote**. Where you do not direct such a person on how to vote on this Resolution 1, the proxy is prevented by the Corporations Act from exercising your vote and your vote will not be counted in relation to Resolution 1.

If you appoint the Chair as your proxy, and you do not direct the Chair on how to vote on this Resolution 1, then by signing and returning the proxy form you are giving express authorisation for the Chair to vote all undirected proxies **FOR Resolution 1** even though the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

4. Director re-elections

4.1 General

The Directors have determined to have their re-appointments to the Company be inter-connected and conditional upon all of the Directors being re-appointed. Resolution 2A, Resolution 2B and Resolution 2C, being the resolutions dealing with the re-election of each of the Directors, are collectively referred to as the "**Director Resolutions**". The rationale for the interdependency of the Director Resolutions is that the Directors are presently working closely with each other in respect of the Company's direction. Therefore, in order to facilitate execution of the Company's strategic objectives as efficiently as possible, the Directors wish to make their elections inter-

conditional so as to ensure that they can continue working together and as a team or otherwise not all.

4.2 Resolution 2A – Re-election of Director – Mr Nicholas Smedley

Mr. Smedley seeks shareholder affirmation of his appointment as a Director of the Company by way of ordinary resolution. In the event that Mr. Smedley's appointment as a Director is not affirmed by the Company, then he will resign from his office as Director with effect from immediately before the end of the Spill Meeting.

Mr Nicholas Smedley was appointed as a Director on 12 April 2021.

Mr Nicholas Smedley is an experienced Investment Banker and M&A Advisor with 14 years' experience at UBS and KPMG. He has worked on M&A transactions in the UK, Hong Kong, China and Australia with transactions ranging from the A\$9bn defence of WMC Resources through to the investment of \$65m into Catch.com.au. Nicholas currently oversees investments in the Property, Aged care, Energy, Technology and Medical Technology space. Key areas of expertise include M&A, debt structuring, corporate governance and innovation. Mr Smedley holds a Bachelor of Commerce degree from Monash University.

Mr Smedley is Executive Chairman of listed entity Respi Limited (ASX: RSH) and Non-executive Director of AD1 Holdings Limited (ASX: AD1).

The Board considers Mr Smedley as a non-independent Director.

4.3 Resolution 2B – Re-election of Director – Mr Jason Titman

Mr. Titman seeks shareholder affirmation of his appointment as a Director of the Company by way of ordinary resolution. In the event that Mr. Titman's appointment as a Director is not affirmed by the Company, then he will resign from his office as Director with effect from the close of this Meeting.

Mr Jason Titman was appointed as a Director on 19 April 2021.

Mr Jason Titman is a SaaS technology C-Level Executive and Board Advisor, with extensive channel partnership and go to market experience in Australia, South East Asia, Europe, and the US. He is a proven multi-sector entrepreneur, with a track record of achieving significant growth in value and exits for business partners, shareholders and founders. His key areas of expertise include deep operational experience, transformative leadership, strategy and lateral thinking, B2B channel partnerships, international expansion and corporate governance. Mr Titman is a Chartered Accountant, has a Graduate Diploma from the Australian Institute of Company Directors and holds an MBA from the University of Queensland, where he guest lectures in the MBA Programs on Corporate Governance and is also involved with the UQ Entrepreneurial and Ventures team, which is building an entrepreneurialism program across all faculties within the University.

Mr Titman has not held any other directorships of publicly listed companies in the last three years.

The Board considers Mr Titman an independent Director.

4.4 Resolution 2C – Re-election of Director – Mr Simon Vertullo

The Constitution requires that at every annual general meeting, one third of Directors (excluding the Managing Director) shall retire from office and provides that such Directors are eligible for re-election at the meeting. The Constitution provides that a retiring Director is eligible for re-election. Mr Simon Vertullo being eligible, offers himself for re-election.

Mr Simon Vertullo was appointed as a Director on 19 April 2021.

Mr Simon Vertullo is a Chartered Accountant with more than 20 years' experience in Australia, Asia and Europe working in C-Suite, corporate finance and restructuring roles. Simon was previously partner and practice leader in international accounting firms and has extensive commercial and operational experience, having held various CFO, executive leadership and

advisory roles with numerous listed and large private companies in Australia, Europe and Asia. Key areas of his expertise include equity and debt transactions, risk management and operational performance improvement.

Mr Vertullo was previously a director of Donaco Ltd (ASX: DNA).

The Board considers Mr Vertullo an independent Director.

4.5 Interdependency

Shareholders should note that the Director Resolutions are interdependent. Therefore, failure of any of the Director Resolutions to be passed will result in all of the Director Resolutions being deemed not to have been passed.

In the event that all of the Director Resolutions are approved by way of ordinary resolution, then the Directors will continue to hold office in the Company.

In the event that one or more of the Director Resolutions are not approved by way of ordinary resolution, then the Company will follow the procedures set out below.

- (a) the Directors will call a meeting within 90 days within the end of the Annual General Meeting (**Spill Meeting**);
- (b) the Company will invite Shareholders to nominate persons for election as directors;
- (c) all three existing Directors, Mr, Simon Vertullo, Mr. Jason Titman and Mr. Nicholas Smedley, will be put up for re-election on a conditional basis at the Spill Meeting;
- (d) Mr. Simon Vertullo's appointment will automatically end with effect from the close of this Meeting and Mr Jason Titman will also resign from their directorship with effect from the close of this Meeting. Mr Nicholas Smedley will resign with effect immediately before end of the Spill Meeting;
- (e) If Mr Nicholas Smedley or Mr. Jason Titman have their Director appointment affirmed by shareholders or Mr Vertullo is re-elected, they will all still need to be re-elected at any Spill Meeting to remain in office after that time.
- (f) Resolutions to appoint individuals to the offices that would be vacated (either at the end of this Meeting or immediately before the end of the Spill Meeting) will be put to the vote at any Spill Meeting. Eligibility for election as a director at any Spill Meeting would be determined in accordance with the Company's Constitution; and
- (g) During the intervening period between the end of the annual general meeting and any Spill Meeting, pursuant to clause 6.1(d) of the Company's Constitution, the Company's Directors may only act in emergencies, for appointing one or more directors in order to make up a quorum for a meeting of Directors, or to call and arrange to hold a meeting of Shareholders.

4.6 Board Recommendation

Given the interdependency of the Director Resolutions, and the Board's personal interest in the subject matter, the Board abstains from making a recommendation on this Resolution.

5. Resolution 3 – Approval for 10% Placement Capacity

5.1 General

Broadly speaking, and subject to a number of exceptions, ASX 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.

Under ASX Listing Rule 7.1A, however, an Eligible Entity can seek approval from its members by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

An 'Eligible Entity' means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less. Vortiv is an eligible entity for these purposes.

Shareholders must approve the 10% Placement Capacity by special resolution at the annual general meeting. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of this Resolution for it to be passed.

Resolution 3 seeks shareholder approval by way of special resolution for Vortiv to have the additional 10% capacity provided for in ASX Listing Rule 7.1A to issue Equity Securities without Shareholder approval (**10% Placement Capacity**).

If Resolution 3 is passed, Vortiv will be able to issue Equity Securities up to the combined 25% limit in ASX Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 3 is not passed, Vortiv will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval provided for in ASX Listing Rule 7.1A and will remain subject to the 15% limit in issuing Equity Securities without Shareholder approval set out in ASX Listing Rule 7.1.

Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing class of Equity Securities of the Company that are quoted on ASX. As at the date of this Notice, the Company has the following classes of Equity Securities quoted on ASX:

- fully paid ordinary Shares; and
- Options exercisable upon payment of an exercise price of \$0.045 on or before 17 January 2024 (**Quoted Options**).

The exact number of Equity Securities to be issued is not fixed and will be determined in accordance the following formula prescribed in ASX Listing Rule 7.1A.2.

$$(A \times D) - E$$

A	<p>The number of fully paid ordinary securities on issue at the commencement of the relevant period (the 12 month period immediately preceding the date of issue or agreement):</p> <ul style="list-style-type: none"> • plus the number of fully paid ordinary securities issued in the relevant period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17; • plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where: <ul style="list-style-type: none"> ○ the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or ○ the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or 7.4; • plus the number of fully paid ordinary securities issued in the relevant period under an agreement to use securities within Listing Rule 7.2 exception 16 where: <ul style="list-style-type: none"> ○ the agreement was entered into before the commencement of the relevant period; or ○ the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or 7.4;
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	<ul style="list-style-type: none"> • plus the number of any other fully paid ordinary securities issued in the relevant period with approval under Listing Rule 7.1 or 7.4; • plus the number of partly paid ordinary securities that became fully paid in the relevant period; • less the number of fully paid shares cancelled in the relevant period.
D	10%
E	The number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of the Company's ordinary securities under Listing Rule 7.4.

5.2 Information for Shareholders as required by ASX Listing Rule 7.3A

(a) Placement Period

Shareholder approval of the 10% Placement Capacity under ASX Listing Rule 7.1A is valid from the date of this Meeting and expires on the earlier of:

- the date that is 12 months after this Meeting;
- the time and date of the Company's next annual general meeting; or
- the time and date that Shareholders approve a transaction under ASX Listing Rule 11.1.2 (significant change to nature or scale of activities) or ASX Listing Rule 11.2 (disposal of the main undertaking),

(the "**Placement Period**").

(b) Minimum price

The issue price of the new Equity Securities issued under the 10% Placement Capacity will be not less than 75% of the volume weighted average price (**VWAP**) for Equity Securities in the relevant quoted class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- the date on which the price at which the Equity Securities are to be issued is agreed; or
- if the Equity Securities are not issued within 10 trading days of the date above, the date on which the Equity Securities are issued.

(c) Purposes for which the new Equity Securities may be issued

The Company may seek to issue new Equity Securities under the 10% Placement Capacity for cash consideration to raise funds for the acquisition of new assets or investments (including the expenses associated such acquisition), continued expenditure on the Company's current assets and operations including general working capital.

(d) Risk of economic and voting dilution

If this Resolution is passed and the Company issues Equity Securities under the 10% Placement Capacity, existing Shareholders' voting power in the Company will be diluted.

There is the risk that:

- the market price for the Company's existing Equity Securities may be significantly lower on the date of issue of the new Equity Securities than on the date of the Meeting; and
- the new Equity Securities may be issued at a price that is at a discount to the market price of the Company's existing Equity Securities (in the same class) on the issue date or the new Equity Securities may be issued as part of the consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the new Equity Securities.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2 on the basis of the closing price of the Company's Shares of \$0.019 (1.9 cents) on 11 July 2022 (**Market Price**) and the current number of Shares on issue as at the date of this Notice being 505,168,603 Shares. The table also shows:

- two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example a pro rata entitlement issue) or future placements under ASX Listing Rule 7.1 that are approved by Shareholders in the future;
- two examples of where the issue price of Equity Securities issued under the 10% Placement Capacity (**Issue Price**) has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in ASX Listing Rule 7.1A.2		Dilution		
		0.95 cents 50% decrease in Issue Price	1.90 cents Issue Price	3.80 cents 100% increase in Issue Price
Current Variable A 505,168,603 Shares	10% Voting Dilution Funds raised	50,516,860 Shares \$479,910	50,516,860 Shares \$959,820	50,516,860 Shares \$1,919,641
50% increase in current Variable A 757,752,905 Shares	10% Voting Dilution Funds raised	75,775,290 Shares \$719,865	75,775,290 Shares \$1,439,731	75,775,290 Shares \$2,879,461
100% increase in current Variable A 1,010,337,206 Shares	10% Voting Dilution Funds raised	101,033,721 Shares \$959,820	101,033,721 Shares \$1,919,641	101,033,721 Shares \$3,839,281

This table has been prepared on the following assumptions:

- The Market Price is 1.90 cents (\$0.019), being the closing price of the Shares on ASX on 11 July 2022.
- The Company issues the maximum number of Equity Securities available under the 10% Placement Capacity.
- The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
- The issue of Equity Securities consists only of Shares and it is assumed that no Options or other convertible securities are exercised or converted into Shares before the date of issue of the Equity Securities.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.
- The table does not set out any dilution pursuant to approvals under Listing Rule 7.1. The Company's ability to issue securities under ASX Listing Rule 7.1A is in addition to its ability to issue securities under ASX Listing Rule 7.1.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

Shareholders should note that the dilution calculations above do not take into account any potential consolidation of the Company's shares the subject of Resolution 7.

Shareholders should also note that there is a risk that:

- the market price for the Company's Shares may be significantly lower on the date of the issue of the relevant Equity Securities than on the date of the Meeting; and
- the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date.

(e) Allocation policy

The Company's allocation policy for the issue of new Equity Securities under the 10% Placement Capacity will depend on the market conditions existing at the time of the proposed issue. The recipients will be determined at the relevant time having regard to factors such as:

- the purpose of the issue;
- the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
- the effect of the issue of new Equity Securities on the control of the Company;
- the financial situation and solvency of the Company; and
- advice from corporate, financial and broking advisers (as relevant).

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A(4) and 3.10.3 on the issue of any new Equity Securities under the 10% Placement Capacity.

(f) Details of Equity Securities issued in the 12 months preceding the date of the Meeting

On 4 November 2021, the Company received Shareholder approval for the 10% Placement Capacity at its 2021 annual general meeting.

No Equity Securities were issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before this Meeting.

(g) Voting exclusion

At the date of the Notice, the Company is not proposing to make an issue of Equity Securities under the 10% Placement Capacity. Accordingly no existing Shareholder's votes will be excluded from this Resolution 3.

6. Resolution 4 – Approval of Change of Company Name

The Company proposes to change its name from Vortiv Limited to "Findi Limited" which aligns with the proposed new company name of the Company's main operating subsidiary domiciled in India. The change of name will take effect from when ASIC alters the details of the Company's registration. The Company has reserved "Findi Limited" as a company name with ASIC.

The Company also proposes to change its ASX ticker code from 'VOR' to 'FND' to reflect this change. The Company has reserved the 'FND' ticker code with ASX.

Pursuant to section 157(1) of the Corporations Act, a change in Company name can only be effected by way of a Special Resolution passed by its Shareholders. Therefore, this Resolution is a Special Resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on this Resolution are voted in its favour.

6.1 Chair appointed as proxy

Shareholders who intend to appoint the Chair as proxy (including an appointment by default) should refer to the Proxy and Voting Instructions appended to this Notice. To the extent permitted by law, the Chair intends to vote all undirected proxies granted to him in favour of this Resolution.

6.2 Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of this Resolution.

7. Resolution 5 – Approval of Vortiv Long Term Incentive Plan (LTI Plan)

7.1 ASX Listing Rule 7.2 (Exception 13)

Broadly speaking, and subject to a number of exceptions, ASX 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.

ASX Listing Rule 7.2 sets out a number of exceptions to ASX Listing Rule 7.1, one of which (Exception 13) is an issue of securities under an employee incentive scheme if, within three years before the date of issue the Shareholders approved the issue of securities under the scheme.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under ASX Listing Rule 7.1.

To this end, Resolution 5 seeks Shareholder approval for the Vortiv Long Term Incentive Plan ("LTI Plan") under and for the purposes of ASX Listing Rule 7.2 (Exception 13).

7.2 Disclosures provided for ASX Listing Rule 14.1A

If Resolution 5 is passed, any Equity Securities issued under the LTI Plan that do not exceed the maximum number set out in this Notice will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1 (or if Resolution 3 is passed, the Company's combined 25% limit in ASX Listing Rules 7.1 and 7.1A), effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the date of such issue.

If Resolution 5 is not passed, any Equity Securities issued under the LTI Plan will be included in calculating the Company's 15% limit in Listing Rule 7.1 (or if Resolution 3 is passed, the Company's combined 25% limit in Listing Rules 7.1 and 7.1A), effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the date of such issue. Accordingly, the Board may need to consider alternative remuneration arrangements to incentivise its employees, which are consistent with the Company's remuneration principles, including providing an equivalent cash payment or long term incentive subject to the risk of forfeiture, performance conditions and performance period.

7.3 Disclosures provided for Listing Rule 7.2 (Exception 13)

Pursuant to and in accordance with ASX Listing Rule 7.2 (Exception 13), the following information is provided in relation to Resolution 5:

Summary of terms of the LTI Plan	A summary of the terms of the LTI Plan is set out at Annexure A
Number of securities issued under the LTI Plan	As at the date of this Notice, no securities have been issued under the LTI Plan. The Company has not sought shareholder approval for an employee incentive scheme under Exception 13 of Listing Rule 7.2 in the previous three years. Accordingly, the Company has not issued securities under an LTI Plan that has been approved by shareholders pursuant to ASX Listing Rule 7.2 (Exception 13) during the previous 3 years.
Maximum number of securities proposed to be issued under the LTI Plan	The maximum number of Equity Securities proposed to be issued under the LTI Plan within the three year period from the date of the passing of this Resolution is 25,258,430 Equity Securities, being 5% of the total Shares on issue as at the date of this Notice (505,168,603 Shares). If the consolidation of the Company's shares the subject of Resolution 7 is approved, then the maximum number of Equity Securities proposed to be issued under the LTI Plan within the three year period from the date of the passing of this Resolution is 1,262,922 Equity Securities, being 5% of the total Shares on issue following the consolidation (1,262,922 Shares).
Voting exclusion statement	A voting exclusion statement is included in this Explanatory Memorandum.

7.4 Chair appointed as proxy

Shareholders who intend to appoint the Chair as proxy (including an appointment by default) should refer to the Proxy and Voting Instructions appended to this Notice. To the extent permitted by law, the Chair intends to vote all undirected proxies granted to him in favour of this Resolution.

7.5 Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of this Resolution.

8. Resolution 6 – Amendment to the Constitution

8.1 General

Pursuant to section 136(2) of the Corporations Act, a company may amend its constitution by way of a Special Resolution passed by its Shareholders. Therefore, this Resolution is a Special Resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on this Resolution are voted in its favour.

If Resolution 6 is passed by the requisite majority, rules 5.3 and 5.5 of the Constitution will be amended as outlined below.

8.2 Use of virtual meeting technology

Resolution 6 proposes to amend the Constitution to account for recent developments in law and general corporate practice for ASX-listed companies around the use of virtual meeting technology to host meetings of Shareholders.

The *Corporations Amendment (Meetings and Documents) Act 2022* amends the Corporations Act to allow for meetings of members to be held physically, as a hybrid or, if expressly permitted by the entity's constitution, virtually (provided that members, as a whole, are given a reasonable opportunity to participate in the meeting).

The Company's current Constitution does not permit the holding of wholly virtual general meetings. The Company would like to amend its Constitution to ensure that the Company will be able to take advantage of the increased flexibility and accessibility that the virtual meetings provisions offer in respect of general meetings, especially in light of recent unforeseeable events that have highlighted the need for companies to be able to adapt quickly.

The Directors believe the proposed amendments are an important step in ensuring Shareholders can continue to exercise their rights to participate in and vote at meetings with minimal disruptions in the event of future movement and gathering restrictions caused by the COVID-19 pandemic or otherwise.

Virtual meetings are those which are held entirely online utilising audio or audio and visual communication technology. Meetings may also be convened where a component is held in a physical location and individuals who cannot or do not wish to attend in person can participate by virtual means, which are referred to as hybrid meetings.

8.3 Amendments to the Constitution proposed by Resolution 6

It is proposed that the Constitution be amended as follows:

- (a) insert new definition of "Virtual Meeting Technology" in Schedule 1 to read as follows:

"Virtual Meeting Technology means an instantaneous audio-visual communication device or similar form of technology which, by itself or in conjunction with other arrangements:

- (a) *gives the persons entitled to attend the meeting, as a whole, a reasonable opportunity to participate in proceedings in the main place without being physically present in the same place;*
- (b) *enables the Chairperson to be aware of proceedings in the other place(s); and*

- (c) *enables the Members in the separate meeting place(s) to vote on a show of hands or on a poll."*
- (b) by adding the following underlined wording as follows to Article 5.3(d) of the Constitution

"(d) *Subject to Article 5.11(h), a notice of a meeting of Members must include:*

- (i) *date and time for the meeting (and if the meeting is to be held in 2 or more places, or as a wholly virtual meeting, the technology that will be used to facilitate this);*
- (ii) *the general nature of the business of the meeting;*
- (iii) *the date and time (being not more than 48 hours before the meeting) at which persons will be taken for the purposes of the meeting to hold Shares; and*
- (iv) *any other information or documents specified by the Applicable Law."*

- (c) by deleting Article 5.5 and replacing it with the following:

"5.5 Hybrid and Virtual Meetings

- (a) *Virtual Meeting Technology may be used in holding a general meeting either on its own without a main place of attendance (virtual meeting) or by linking several meeting places to the main place of the general meeting (hybrid meeting).*
 - (b) *The Chairperson may arrange for any persons attending the general meeting (including persons whom the Chairperson considers cannot be accommodated in the place where the meeting is notified to take place) to attend the meeting from one or more separate places using any Virtual Meeting Technology.*
 - (c) *If a separate place is linked to the notified place of a general meeting by Virtual Meeting Technology, a Member present at the separate place is taken to be present at the general meeting and entitled to exercise all rights as if he or she was present at the notified place.*
 - (d) *Where the general meeting is held by Virtual Meeting Technology without a main place of attendance, the place of meeting is deemed to be the registered office of the Company and the time of meeting is taken to be time at the registered office of the Company.*
 - (e) *If, before or during the general meeting, any technical difficulty occurs affecting Virtual Meeting Technology and impairing Members' rights under section 249S of the Corporations Act, the Chairperson may adjourn the general meeting until the difficulty is remedied.*
 - (f) *Where the general meeting is held by Virtual Meeting Technology, a resolution put to the vote at the general meeting must be decided on a poll.*
 - (g) *Nothing in this clause is to be construed to limit the powers conferred on the Chairperson by law." and*
- (d) by adding the following underlined wording as follows to Article 5.11(h) of the Constitution
- "(h) *A notice under Article 5.11(c) of a meeting of Members resumed from an adjourned meeting and a notice postponing a meeting of Members must set out the place, date and time for the revised meeting (and if the revised meeting is to be held in 2 or more places, or as a wholly virtual meeting, the technology that will be used to facilitate this)."*

8.4 Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of this Resolution.

9. Resolution 7 – Consolidation of Share Capital

9.1 General

Resolution 7 seeks Shareholder approval for the Company to consolidate its issued capital through the consolidation of every twenty (20) Shares into one (1) Share (**Consolidation**).

Pursuant to section 254H(1) of the Corporations Act, the Company may convert all or any of its Shares into a larger or smaller number of Shares by ordinary resolution passed at a general meeting.

This section of the Explanatory Memorandum provides the information required by Listing Rule 7.20 to be provided to Shareholders in relation to the Consolidation.

9.2 Consolidation

(a) Purpose of the Consolidation

The Company currently has 505,168,603 Shares on issue, which, for a Company of its size, is a considerable number. The Consolidation will result in a more appropriate and effective capital structure for the Company and a Share price more appealing to a wider range of investors. The Directors consider that the Consolidation will result in a more appropriate and effective capital structure for the Company as it continues to progress its projects.

The large number of Shares currently on issue subjects Shareholders to several disadvantages, including:

- (i) poor market perception as investors equate the low share price with the perception of a troubled or poorly performing company;
- (ii) vulnerability to speculative day-to-day trading which generates excessive Share price volatility; and
- (iii) discouraging quality, long-term institutional investors, equity funds and lending institution seeking stability and long term growth.

The Board believes these factors can be minimised by the Consolidation.

As part of this strategy, following completion of the Consolidation, the Board also intends to undertake a sale of 'unmarketable parcels' in accordance with the Constitution and the ASX Listing Rules. The Company will provide a further update on this sale facility as soon as available.

(b) Effect on Capital Structure

The effect on the capital structure of the Company after Consolidation can be summarised as follows:

Securities	Shares
Currently on issue and quoted on ASX	505,168,603
After Consolidation (per Resolution 7)	25,258,430

Total after Consolidation	25,258,430
----------------------------------	-------------------

Distribution of shareholders	Shares
1 – 1,000 shares	5,368
1,001 – 5,000 shares	91,708
5,001 – 10,000 shares	111,316
10,001 – 100,000 shares	1,188,863
100,001 and over	23,861,175
Total	25,258,430

(c) **Shares**

If Resolution 7 is approved, every twenty (20) Shares on issue will be consolidated into one (1) Share. This will result in the number of Shares currently on issue reducing from 505,168,603 to approximately 25,258,430 (rounding up) on a post-Consolidation basis.

As the Consolidation applies equally to all Shareholders, individual Shareholdings will be reduced in the same ratio as the total number of Shares (subject to rounding). Accordingly, assuming no other market movements or impacts occur, the Consolidation will have no effect on the percentage interests in the Company of each Shareholder.

The Consolidation will not result in any change to the substantive rights and obligations of existing Shareholders.

(d) **Fractional Entitlements**

Where the Consolidation results in an entitlement to a fraction of a Share, that fraction will be rounded up to the nearest whole number of Shares.

(e) **Holding Statements**

Taking effect from the date of the Consolidation, all existing holding statements will cease to have any effect, except as evidence of entitlement to a certain number of securities on a post-Consolidation basis. New holding statements will be issued to security holders, who are encouraged to check their holdings after the Consolidation.

(f) **Indicative timetable**

In accordance with Appendix 7A of the Listing Rules, the indicative timetable for the Consolidation is as follows:

Event	Indicative date
Meeting held, Resolution 7 to approve Consolidation tabled.	22 August 2022
Company notifies ASX that Shareholders have approved the Consolidation.	22 August 2022
Effective Date of consolidation	5 September 2022

Date that would ordinarily be the last day for trading in pre-consolidated Shares (however as the Shares are suspended from trading, trading will not occur).	6 September 2022
Date on which trading would ordinarily commence on a deferred settlement basis for the consolidated Shares (however as the Shares are suspended from trading, trading will not occur).	7 September 2022
Record date. Last day for the Company to register Share transfers on a pre-consolidated basis.	8 September 2022
First day for the Company to register share transfers on a consolidated basis and first day for the Company to issue holding statements for Shares on a consolidated basis.	9 September 2022
Last day for Company to update its register and to send holding statements to security holders reflecting the change in the number of securities they hold and to notify ASX that this has occurred.	15 September 2022
Date on which trading on a deferred settlement basis would ordinarily end (however as the Shares are suspended from trading, deferred settlement trading will not occur).	16 September 2022

9.3 Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of this Resolution.

10. Enquiries

Shareholders may contact the Company Secretary, Andrew Metcalfe on + 61 () 412 125 090 or Alastair Beard on +61 (0) 411 717 073 if they have any queries in respect of the matters set out in these documents.

11. Definitions

In this Explanatory Memorandum and Notice:

10% Placement Capacity means the capacity to issue additional Equity Securities by way of placement approved by Shareholders under ASX Listing Rule 7.1A.

AEST means Australian Eastern Standard Time.

Annual General Meeting or **Meeting** means the annual general meeting convened by this Notice.

Annual Report means the Directors' Report, the Financial Report and Auditor's Report thereon, in respect to the financial year ended 31 March 2022.

ASIC means Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

ASX Listing Rules means the listing rules of the ASX.

Auditor's Report means the Auditor's report on the Financial Report.

Board means the board of Directors.

Business Day has the same meaning as in the ASX Listing Rules.

Chair means the chairperson of the Company.

Closely Related Party means, in relation to a member of the Key Management Personnel:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Vortiv Limited ABN 98 057 335 672.

Consolidation has the same meaning in paragraph 9.1.

Constitution means the Constitution of the Company.

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

Director means a director of the Company.

Directors' Report means the annual Directors' Report prepared under Chapter 2M of the Corporations Act for the Company.

Director Resolutions means Resolution 2A, Resolution 2B and Resolution 2C, or any one of them (as the context requires).

Eligible Entity means an entity that, at the date of the relevant general meeting:

- (a) is not included in the A&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

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 Memorandum means the explanatory memorandum attached to the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Notice means this notice of meeting.

Option means an option to acquire a Share.

Placement Period means the period during which Shareholder approval under ASX Listing Rule 7.1A is valid.

Proxy Form means the proxy form attached to the Notice.

Remuneration Report means the Remuneration Report of the Company in respect of the financial year ended 31 March 2022 contained in the Directors' Report.

Resolution means a resolution contained in this Notice.

Section means a section contained in this Explanatory Memorandum.

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

Shareholder means a shareholder of the Company.

Spill Meeting has the meaning given to that term under paragraph 4.5(a).

\$ means Australian dollars unless otherwise stated.

In this Notice, words importing the singular include the plural and vice versa.

Annexure A – LTI Plan terms

Topic	Summary
Eligible Participant	A person is eligible to participate in the LTI Plan if that person is declared by the Board to be eligible to participate in the LTI Plan and that person is a Director, a full-time or part-time employee of the Company or any of its subsidiaries, or any other person declared by the Board to be eligible (Eligible Participant).
Securities to be issued	As part of the LTI Plan, Eligible Participants may be issued the following securities in the Company (Awards): <ul style="list-style-type: none"> • options to acquire Shares (Options); and • entitlements to subscribe for, acquire and/or be allocated Shares for nil consideration (Performance Rights).
Payment for the exercise of Awards	The Board may determine, in its absolute discretion, the fee (if any) payable by an Eligible Participant who has been granted an Award (Participant) for the exercise of Award, which are Options.
Number of Awards granted	The number of Awards offered to a Participant from time to time will be determined by the Board in its absolute discretion and in accordance with the terms of the LTI Plan.
Vesting of Awards	The Board may determine, in its absolute discretion, the terms and conditions (including performance hurdles and/or vesting conditions) which apply to the vesting of any Awards. If no vesting conditions or vesting events are specified certain default vesting conditions will apply to the Awards.
Lapsing of Awards	Unless otherwise specified in the vesting conditions or vesting events applicable to Award or determined otherwise by the Board an Award will lapse on the earlier of: <ul style="list-style-type: none"> • the Board determining that a vesting condition or vesting event applicable to an Award has not been satisfied, reached or met or is not capable of being satisfied; • the day immediately following the relevant expiry date of the Award; • where a holder of an Award purports to deal with an Award other than in accordance with the LTI Plan; • the holder of the Award ceasing employment with the Company, in which case the Award will lapse in accordance with the 'cessation of employment' section as outlined below; or • the Board making a determining following a 'Change of Control Event'.
Cessation of employment	Where a Participant ceases employment or office with the Company as a result of a resignation of the Participant or a termination of that Participant's employment or office in certain circumstances (i.e. due to poor performance, serious or persistent breaches of their employment or engagement contract, becoming disqualified from managing corporations, or serious or gross misconduct): <ul style="list-style-type: none"> • vested Options may continue to be exercisable up to the expiry date unless otherwise determined by the Board; and • any unvested Options and/or Performance Rights will immediately lapse and be forfeited for nominal consideration. If a Participant ceases employment or office with the Company for another reason other than those specified above (i.e. dies, becomes permanently disabled, retires from the workforce or is made redundant): • vested Options which have not been exercised will continue to be exercisable up to the expiry date; and

	<ul style="list-style-type: none"> • unvested Options and/or Performance Rights will vest in accordance with the rules of vesting otherwise applicable to Awards granted under the LTI Plan.
Variation of LTI Plan	<p>Subject to the ASX Listing Rules and the Constitution, the Board will have the power to vary the terms of the LTI Plan at any time and in manner in which it thinks fit. However, the Board may only amend a provision of the LTI Plan rules or to Options and/or Performance Rights granted under the LTI Plan, which adversely affects the rights of Participants in respect of existing Awards, with the consent of those Eligible Participants and holders of the Awards, unless the amendment is required for the purposes of complying with any law or the ASX Listing Rules.</p>
Change of Control	<p>If:</p> <ul style="list-style-type: none"> • an offer is made for all of the Shares in the Company pursuant to a takeover bid under Chapter 6 of the Corporations Act and is, or is declared, unconditional and results in the compulsory acquisition of Shares under Chapter 6C; or • the Court sanctions under Part 5.1 of the Corporations Act a compromise or arrangement relating to the Company or a compromise or arrangement proposed for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or • any other merger, consolidation or amalgamation involving the Company occurs which results in the holders of Shares immediately prior to the merger, consolidation or amalgamation being entitled to 100% or less of the voting shares in the body corporate resulting from the merger, consolidation or amalgamation; or • any of the Company or its wholly-owned subsidiaries (Group) enters into agreements to sell in aggregate a majority in value of the businesses or assets (whether or not in the form of shares in the relevant Group entity) of the Group to a person, or a number of persons, none of which are members of the Group; or • the Board determines in its reasonable opinion, control of the Company has or is likely to change or pass to one or more persons, none of which are members of the Group, <p>then the Board may in its sole and absolute discretion, and subject to the ASX Listing Rules determine how unvested Options or unvested Performance Rights held by a holder will be treated, including but not limited to:</p> <ul style="list-style-type: none"> • determining that unvested Options or Performance Rights (or a portion of unvested Options or Performance Rights) will vest and become immediately exercisable with such vesting deemed to have taken place immediately prior to the effective date of the relevant event, regardless of whether or not the employment, engagement or office of the holder is terminated or ceases in connection with the event; and/or • reducing or waiving any of the vesting conditions applicable to those unvested Options or unvested Performance Rights.
Restrictions on disposal	<p>Awards issued to a Participant may not be assigned, transferred or encumbered with a security interest unless:</p> <ul style="list-style-type: none"> • otherwise agreed by the Board; • that assignment or transfer occurs by force of law on the death of a Participant; • in the case of Options, 3 years from the issue of the Options; or • the Participant becomes a 'Good Leaver'. <p>The Board may determine, in its absolute discretion whether there will be any restrictions on the disposal of or the granting of any security interests over the Shares issued on the exercise of Awards.</p>

Voting rights	The Awards will not give a Participant any voting rights until the relevant Awards are exercised and the Participants holds Shares.
Dividend rights	The Awards will not give a Participant any right to participate in any dividends until the relevant Awards are exercised and the Participants holds Shares.



LODGE YOUR PROXY APPOINTMENT ONLINE

ONLINE PROXY APPOINTMENT
www.advancedshare.com.au/investor-login

MOBILE DEVICE PROXY APPOINTMENT
 Lodge your proxy by scanning the QR code below, and enter your registered postcode.
 It is a fast, convenient and a secure way to lodge your vote.

Important Note: Due to the ongoing COVID-19 pandemic and uncertainty regarding the level of travel restrictions around the time of the meeting, the Company has determined that Shareholders will be able to attend and participate in the meeting through an online platform provided by Advanced Share Registry.

ANNUAL GENERAL MEETING PROXY FORM
 I/We being shareholder(s) of Vortiv Limited and entitled to attend and vote hereby:

STEP 1

APPOINT A PROXY

The Chair of the Meeting **OR**

PLEASE NOTE: If you leave the section blank, the Chair of the Meeting will be your proxy.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) named, the Chair of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the Annual General Meeting of the Company to be held **at Level 1, 283 Elizabeth Street, Brisbane, Queensland and virtually on 22 August 2022 at 11.00am (AEST)** and at any adjournment or postponement of that Meeting.

Chair's voting intentions in relation to undirected proxies: The Chair intends to vote all undirected proxies in favour of all Resolutions. In exceptional circumstances, the Chair may change his/her voting intentions on any Resolution. In the event this occurs, an ASX announcement will be made immediately disclosing the reasons for the change.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1 & 5 (except where I/we have indicated a different voting intention below) even though these resolution are connected directly or indirectly with the remuneration of a member(s) of key management personnel, which includes the Chair.

STEP 2

VOTING DIRECTIONS

Resolutions	For	Against	Abstain*
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2A Affirmation of Director Appointment – Mr Nicholas Smedley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2B Affirmation of Director Appointment – Mr Jason Titman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2C Re-election of Director – Mr Simon Vertullo	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of Change of Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval of Vortiv Long Term Incentive Plan (LTI Plan)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Amendment to the Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Consolidation of share capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* If you mark the Abstain box for a particular Resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual) Joint Shareholder 2 (Individual) Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary Director/Company Secretary (Delete one) Director

This form should be signed by the shareholder. If a joint holding, all the shareholders should sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

Email Address

Please tick here to agree to receive communications sent by the Company via email. This may include meeting notifications, dividend remittance, and selected announcements.

VORTIV LIMITED - ANNUAL GENERAL MEETING

Due to the ongoing COVID-19 pandemic and uncertainty regarding the level of travel restrictions around the time of the meeting, the Company has determined that Shareholders will be able to attend and participate in the Meeting through an online platform provided by Advanced Share Registry.

To facilitate such participation, voting on each Resolution will occur by a poll.

A live webcast and electronic voting via www.advancedshare.com.au/virtual-meeting will be offered to allow Shareholders to listen to the Meeting and vote online.

Please refer to the Meeting ID and Shareholder ID on the Proxy Form to login to the website.

Shareholders may submit questions ahead and during the Meeting via the portal.

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

CHANGE OF ADDRESS

This form shows your address as it appears on Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

APPOINTMENT OF A PROXY

If you wish to appoint the Chair as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair, please write that person's name in the box in Step 1. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

DEFAULT TO THE CHAIR OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chair of the Meeting.

VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each resolution 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 resolution 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 a given resolution, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on a resolution, your vote on that resolution will be invalid.

PROXY VOTING BY KEY MANAGEMENT PERSONNEL

If you wish to appoint a Director (other than the Chair) or other member of the Company's key management personnel, or their closely related parties, as your proxy, you must specify how they should vote on Resolutions 1 & 5, by marking the appropriate box. If you do not, your proxy will not be able to exercise your vote for Resolutions 1 & 5.

PLEASE NOTE: If you appoint the Chair as your proxy (or if they are appointed by default) but do not direct them how to vote on a resolution (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that resolution), the Chair may vote as they see fit on that resolution.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

COMPLIANCE WITH LISTING RULE 14.11

In accordance with Listing Rule 14.11, if you hold shares on behalf of another person(s) or entity/entities or you are a trustee, nominee, custodian or other fiduciary holder of the shares, you are required to ensure that the person(s) or entity/entities for which you hold the shares are not excluded from voting on resolutions where there is a voting exclusion. Listing Rule 14.11 requires you to receive written confirmation from the person or entity providing the voting instruction to you and you must vote in accordance with the instruction provided.

By lodging your proxy votes, you confirm to the company that you are in compliance with Listing Rule 14.11.

CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

SIGNING INSTRUCTIONS ON THE PROXY FORM

Individual:

Where the holding is in one name, the security holder must sign.

Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or a certified photocopy of the Power of Attorney to this form when you return it.

Companies:

Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 11.00am (AEST) on 20 August 2022, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled Meeting.



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



BY MAIL

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009; or
PO Box 1156, Nedlands WA 6909



BY FAX

+61 8 6370 4203



BY EMAIL

admin@advancedshare.com.au



IN PERSON

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009



ALL ENQUIRIES TO

Telephone: +61 8 9389 8033