

ASX ANNOUNCEMENT

ASX: CDE | 08 May 2025

Results of Annual General Meeting

The Board of Codeifai Limited (ASX: CDE) (Codeifai or the Company) is pleased to advise that the shareholders of the Company passed all resolutions by poll at the Annual General Meeting held today at 11.00am (AEST).

In accordance with ASX Listing Rule 3.13.2 and Section 251AA(2) of the Corporations Act 2001 (Cth), a summary of the proxy votes and the number of votes cast on each resolution in the poll is attached.

This announcement has been authorised by the Board of Codeifai Limited.

Ends.

For further information please contact:

Investor Relations

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About Codeifai Limited

Codeifai Limited (ASX: CDE) is a leading provider of digital and AI-powered brand solutions listed on the Australian Stock Exchange. With a strong focus on empowering brands through smart digital engagement, Codeifai's high-margin offerings are designed to deliver exceptional scalability and profitability. Our solutions allow Brands to Connect Deeper, Faster, Smarter with their consumers.

Codeifai's digital Brand Solutions provide a code for everybody and everything.

Codeifai Limited - Annual General Meeting 2025 - Results of Meeting 8th May 2025

The following information is provided in accordance with Section 251AA(2) of the Corporations Act 2001 (Cth) and ASX listing rule 3.13.2

| Resolution details | | Instructions given to validly appointed proxies (as at proxy close) | | | | | | | Number of votes cast on the poll (where applicable) | | | | Resolution Result | if S250 applies | |
|---|--------------------|--|-------|-------------|-------|-----------------------|-------|-------------|--|-------|-------------|-------|----------------------|------------------------|-----|
| Resolution | Resolution Type | For | % | Against | % | Proxy's Discretion | % | Abstain | For | % | Against | % | Abstain | Carried/Not Carried | |
| 1. Adoption of the Remuneration Report | Ordinary | 265,467,238 | 69.1% | 25,568,640 | 6.7% | 92,964,745 | 24.2% | 86,390 | 358,431,983 | 93.3% | 25,568,640 | 6.7% | 86,390 | Carried | N/A |
| 2. Re-election of Mr George Su as Director | Ordinary | 585,921,022 | 85.2% | 8,684,061 | 1.3% | 92,976,745 | 13.5% | 2,788,432 | 678,897,767 | 98.7% | 8,684,061 | 1.3% | 2,788,432 | Carried | N/A |
| 3. Election of Mr Colin Turner as Director | Ordinary | 587,225,331 | 85.2% | 8,174,061 | 1.2% | 93,966,745 | 13.6% | 1,004,123 | 681,192,076 | 98.8% | 8,174,061 | 1.2% | 1,004,123 | Carried | N/A |
| 4. Approval to Issue up to \$2,500,000 worth of Shares | Ordinary | 578,445,185 | 83.8% | 18,938,207 | 2.7% | 92,942,745 | 13.5% | 44,123 | 671,387,930 | 97.3% | 18,938,207 | 2.7% | 44,123 | Carried | N/A |
| 5. Approval to Issue Shares to The Market Link | Ordinary | 580,003,525 | 84.0% | 17,289,867 | 2.5% | 92,942,745 | 13.5% | 134,123 | 672,946,270 | 97.5% | 17,289,867 | 2.5% | 134,123 | Carried | N/A |
| 6. Approval to Issue Shares and Options to Oakley Capital - Corporate Mandate | Ordinary | 569,182,176 | 82.6% | 26,091,267 | 3.8% | 93,962,694 | 13.6% | 1,134,123 | 663,144,870 | 96.2% | 26,091,267 | 3.8% | 1,134,123 | Carried | N/A |
| 7. Approval to Issue Shares and Options to Oakley Capital - Loan Facility | Ordinary | 571,685,455 | 82.8% | 24,487,416 | 3.5% | 94,063,266 | 13.6% | 134,123 | 665,748,721 | 96.5% | 24,487,416 | 3.5% | 134,123 | Carried | N/A |
| 8. Ratification of Shares issued to Oakley Capital | Ordinary | 584,890,185 | 84.9% | 11,391,207 | 1.7% | 92,954,745 | 13.5% | 1,134,123 | 677,844,930 | 98.3% | 11,391,207 | 1.7% | 1,134,123 | Carried | N/A |
| 9. Ratification of Prior Issue of Shares | Ordinary | 456,350,185 | 81.5% | 10,931,207 | 2.0% | 92,994,745 | 16.6% | 94,123 | 549,344,930 | 98.0% | 10,931,207 | 2.0% | 94,123 | Carried | N/A |
| 10. Ratification of Security Shares to Dolphin Corporate Investments | Ordinary | 458,858,185 | 82.1% | 7,391,207 | 1.3% | 92,954,745 | 16.6% | 131,166,123 | 551,812,930 | 98.7% | 7,391,207 | 1.3% | 131,166,123 | Carried | N/A |
| 11. Approval to Issue Security Shares to Dolphin Corporate Investments | Ordinary | 451,808,185 | 80.8% | 13,441,207 | 2.4% | 93,954,745 | 16.8% | 131,166,123 | 545,762,930 | 97.6% | 13,441,207 | 2.4% | 131,166,123 | Carried | N/A |
| 12. Ratification of Placement Shares | Ordinary | 322,026,391 | 75.6% | 10,804,407 | 2.5% | 92,954,745 | 21.8% | 262,672,484 | 414,981,136 | 97.5% | 10,804,407 | 2.5% | 262,672,484 | Carried | N/A |
| 13. Approval to Issue Placement Options | Ordinary | 317,026,391 | 74.2% | 16,303,816 | 3.8% | 94,067,136 | 22.0% | 9,824,132 | 411,093,527 | 96.2% | 16,303,816 | 3.8% | 9,824,132 | Carried | N/A |
| 14. Participation of Mr John Houston in the Placement | Ordinary | 316,292,907 | 72.1% | 27,719,933 | 6.3% | 94,954,745 | 21.6% | 251,402,675 | 411,247,652 | 93.7% | 27,719,933 | 6.3% | 251,402,675 | Carried | N/A |
| 15. Participation of Mr George Su in the Placement | Ordinary | 567,608,426 | 82.5% | 27,728,733 | 4.0% | 92,954,745 | 13.5% | 1,954,432 | 660,563,171 | 96.0% | 27,728,733 | 4.0% | 1,954,432 | Carried | N/A |
| 16. Participation of Mr Colin Turner in the Placement | Ordinary | 571,182,459 | 82.8% | 26,066,933 | 3.8% | 92,954,745 | 13.5% | 166,123 | 664,137,204 | 96.2% | 26,066,933 | 3.8% | 166,123 | Carried | N/A |
| 17. Approval to Issue Options to Lead Manager | Ordinary | 566,976,340 | 82.1% | 30,273,052 | 4.4% | 92,954,745 | 13.5% | 166,123 | 659,931,085 | 95.6% | 30,273,052 | 4.4% | 166,123 | Carried | N/A |
| 18. Ratification of Shares issued under Listing Rule 7.1A | Ordinary | 477,926,857 | 80.4% | 22,521,612 | 3.8% | 94,063,266 | 15.8% | 1,166,123 | 571,990,123 | 96.2% | 22,521,612 | 3.8% | 1,166,123 | Carried | N/A |
| 19. Approval to Issue Shares to the Estate of Deceased Director - Mr Gerald Eakin | Ordinary | 559,209,125 | 81.1% | 36,170,267 | 5.2% | 93,954,745 | 13.6% | 1,036,123 | 653,163,870 | 94.8% | 36,170,267 | 5.2% | 1,036,123 | Carried | N/A |
| 20. Approval to issue Facility Options | Ordinary | 316,816,454 | 72.2% | 29,326,386 | 6.7% | 92,954,745 | 21.2% | 36,123 | 409,771,199 | 93.3% | 29,326,386 | 6.7% | 36,123 | Carried | N/A |
| 21. Approval to Issue Shares to Lenders - Loan Establishment Fee | Ordinary | 590,006,525 | 85.5% | 7,332,867 | 1.1% | 92,954,745 | 13.5% | 76,123 | 682,961,270 | 98.9% | 7,332,867 | 1.1% | 76,123 | Carried | N/A |
| 22. Approval to Issue Shares and Options to Lenders - Conversion of Loan Amount | Ordinary | 585,096,525 | 84.9% | 10,282,867 | 1.5% | 93,954,745 | 13.6% | 1,036,123 | 679,051,270 | 98.5% | 10,282,867 | 1.5% | 1,036,123 | Carried | N/A |
| 23. Adoption of Employee Incentive Plan | Ordinary | 272,984,139 | 71.3% | 17,116,006 | 4.5% | 92,954,745 | 24.3% | 252,268,675 | 365,938,884 | 95.5% | 17,116,006 | 4.5% | 252,268,675 | Carried | N/A |
| 24. Consolidation of Capital | Ordinary | 574,082,685 | 83.2% | 113,530,158 | 16.4% | 2,645,294 | 0.4% | 112,123 | 576,727,979 | 83.6% | 113,530,158 | 16.4% | 112,123 | Carried | N/A |
| 25. Approval of 10% Placement Facility | Special | 579,571,291 | 84.1% | 12,688,101 | 1.8% | 96,954,745 | 14.1% | 1,156,123 | 676,526,036 | 98.2% | 12,688,101 | 1.8% | 1,156,123 | Carried | N/A |

Note: Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll