



ASX:ID8

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**IDENTITII LIMITED**

**ACN 603 107 044**

**NOTICE OF ANNUAL GENERAL MEETING**

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Notice is given that the **Annual General Meeting** will be held at:

**TIME:** 2.00pm (Sydney time)

**DATE:** Tuesday, 26<sup>th</sup> November 2024

**AT:** Traverse Accountants  
24-26 Kent Street  
Millers Point NSW 2000

**2024 Annual Report**

A copy of Identitii Limited's 2024 Annual Report, including the financial report, directors' report and auditors report for the year ended 30 June 2024 is available on the Company's website at <https://investorhub.identitii.com/announcements>



## NOTICE OF ANNUAL GENERAL MEETING Tuesday, 26<sup>th</sup> November 2024

Notice is hereby given that the Annual General Meeting of Shareholders (**AGM**) of Identitii Limited (**Company** or **Identitii**) (ASX:ID8) will be held at **2.00pm** (AEDT) on **Tuesday, 26th November 2024** Traverse Accountants, **24-26 Kent Street, Millers Point NSW 2000**.

The Explanatory Statement that accompanies and forms part of this Notice of Meeting describes in more detail the matters to be considered at the AGM. Please ensure you read the Explanatory Statement in full.

### ITEMS OF BUSINESS

#### 1. ANNUAL REPORT

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To receive and consider the Annual Financial Report of the Company and its controlled entities for the year ended 30 June 2024 which includes the Financial Report and the Directors' and Auditor's Reports.

#### 2. RESOLUTION 1 – REMUNERATION REPORT

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To consider and, if thought fit, to pass the following resolution as a non-binding **ordinary resolution**:

*"That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report as contained in the Company's Annual Financial Report for the financial year ended 30 June 2024 be adopted."*

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

#### 3. RESOLUTION 2 – RE-ELECTION OF TIM PHILLIPPS

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

*"That Mr. Tim Phillipps who retires in accordance with Rule 6.7(c) of the Company's Constitution, and being eligible, be re-elected as a Director of the Company."*

The Board recommends that Shareholders vote **in favour** of this resolution.

#### 4. RESOLUTION 3 – RATIFICATION OF PRIOR SHARE ISSUE - LR 7.4

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

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 4,000,000 fully paid ordinary Shares issued to Spark Plus Pte Ltd on the terms and conditions set out in the Explanatory Statement.”*

This resolution seeks Shareholder ratification for the issue of 4,000,000 Shares to Spark Plus Pty Ltd in consideration for marketing the Company to new potential shareholders in Singapore and Hong Kong.

The Board recommends that Shareholders vote **in favour** of this resolution.

#### 5. RESOLUTION 4 – RATIFICATION OF PRIOR SHARE ISSUE - LR 7.4

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

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 1,000,000 fully paid ordinary Shares to Mr. Daniel Weiner on the terms and conditions set out in the Explanatory Statement.”*

This resolution seeks Shareholder ratification for the issue of 1,000,000 Shares to Daniel Weiner, in consideration for marketing the Company to new potential shareholders in Singapore and Hong Kong.

The Board recommends that Shareholders vote **in favour** of this resolution.

#### 6. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE – LR7.4

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

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 3,300,000 Broker Options to Spark Plus Pte Ltd, or their nominee, on the terms and conditions set out in the Explanatory Statement.”*

This resolution seeks Shareholder ratification for the issue of 3,300,000 Broker Options to Spark Plus Pte Ltd as nominee for SP Corporate Advisory in accordance with the mandate to place the Company's shortfall from the Entitlement Issue.

The Board recommends that Shareholders vote **in favour** of this resolution.

## 7. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE – LR7.4

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

*"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 1,700,000 Broker Options to Viriathus Capital Pty Ltd on the terms and conditions set out in the Explanatory Statement."*

This resolution seeks Shareholder ratification for the issue of 1,700,000 Broker Options to Viriathus Capital Pty Ltd as nominee for SP Corporate Advisory in accordance with the mandate to place the Company's shortfall from the Entitlement Issue.

The Board recommends that Shareholders vote **in favour** of this resolution.

## 8. RESOLUTION 7 – APPROVAL OF SHARE ISSUE TO MR JOHN RAYMENT

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

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 1,470,588 Shares in the Company to Mr. John Rayment (or his nominee) on the terms and conditions set out in the Explanatory Statement."*

This resolution seeks Shareholder approval to issue 1,470,588 Shares at a deemed issue price of \$0.017 per Share to the Managing Director, Mr. John Rayment, in part inconsideration (50%) for his short-term bonus for the sale of 50% of the Company's shareholding in Payble Pty Ltd for \$1 million.

The Board, with Mr. Rayment abstaining, recommends that Shareholders vote **in favour** of this resolution.

## 9. RESOLUTION 8 – APPROVAL OF SHARE ISSUE TO MR TIM PHILLIPPS

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

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 1,450,893 Shares in the Company to Mr. Tim Phillipps (or his nominee) on the terms and conditions set out in the Explanatory Statement."*

This resolution seeks Shareholder approval to issue 1,450,893 Shares at a deemed issue price of \$0.014 to Non-Executive Chair, Mr. Tim Phillipps, in consideration for 25% of Chair fees payable for the period 1 October 2023 to 30 October 2024.

The Board, with Mr. Phillipps abstaining, recommends that Shareholders vote **in favour** of this resolution.

## 10. RESOLUTION 9 – APPROVAL OF SHARE ISSUE TO MS. RHYLL GARDINER

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

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 967,262 Shares in the Company to Ms. Rhyll Gardner (or her nominee) on the terms and conditions set out in the Explanatory Statement."*

This resolution seeks Shareholder approval to issue 967,262 Shares at a deemed issue price of \$0.014 to Non-Executive Director, Ms. Rhyll Gardiner (or her nominee) in consideration for 25% of directors' fees payable for the period 1 October 2023 to 30 October 2024.

The Board, with Ms. Gardner abstaining, recommends that Shareholders vote **in favour** of this resolution.

## 11. RESOLUTION 10 – APPROVAL OF SHARE ISSUE TO MR. SIMON GRIFFIN

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

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, shareholders approve the issue of 967,262 Shares in the Company to Mr. Simon Griffin (or his nominee) on the terms and conditions set out in the Explanatory Statement."*

This resolution seeks Shareholder approval to issue 967,262 Shares at a deemed issue price of \$0.014 to Non-Executive Director, Mr. Simon Griffin (or his nominee), in consideration for 25% of directors' fees payable for the period 1 October 2023 to 30 October 2024.

The Board, with Mr. Griffin abstaining, recommends that Shareholders vote **in favour** of this resolution.

## 12. RESOLUTION 11 – APPROVAL OF EMPLOYEE INCENTIVE PLAN

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

*"That, for the purposes of ASX Listing Rule 7.2 (Exception 13(b)) and for all other purposes, approval is given for the Company to issue up to 30,000,000 securities under the Employee Incentive Plan on the terms and conditions set out in the Explanatory Statement."*

This resolution seeks Shareholder approval to issue up to 30,000,000 securities under the Company's Employee Incentive Plan. Identitii last sought Shareholder approval for the Employee Incentive Plan at the 2021 AGM.

The Board recommends the Shareholders vote **in favour** of this resolution.

### 13. RESOLUTION 12 - APPROVAL FOR ADDITIONAL SHARE PLACEMENT CAPACITY

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To consider and, if thought fit, to pass the following resolution as a **special resolution**:

*“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, Shareholders approve granting the Company an additional ten percent (10%) capacity to issue equity securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”*

This resolution seeks Shareholder approval so it may issue additional equity securities up to 10% of the issued capital of the Company (at the time of issue) to raise capital to fast track the development of the business without Shareholder approval.

The Board recommends that Shareholders vote **in favour** of this resolution.

# Voting Exclusion Statements

## Voting Exclusion Statement for Resolution 1:

**Voting Exclusion Statement:** In accordance with Section 250R of the Corporations Act, the Company will disregard any votes cast (in any capacity) on Resolution 1 by or on behalf of either of the following persons:

- (a) A member of the Key Management Personnel, details of whose remuneration are included in the remuneration report;
- (b) A closely related party of such a member. A closely related party includes close family members and companies the Key Management Personnel controls.

However, the Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, either in accordance with a direction on the Proxy Form to vote as the proxy decides or pursuant to the express authorisation detailed on the Proxy Voting Form.

## Voting Exclusion Statement for Resolutions 3 & 5:

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolutions 3 & 6 by or on behalf of Spark Plus Pte Ltd, or any of their associates.

However, this does not apply to a vote cast in favour of Resolutions 3 & 5 by:

- 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
- 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

- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## Voting Exclusion Statement for Resolution 4:

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolutions 4 by or on behalf of Mr. Daniel Weiner, or any of his associates.

However, this does not apply to a vote cast in favour of Resolution 4 by:

- 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
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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
- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## Voting Exclusion Statement for Resolution 6:

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolutions 6 by or on behalf of Viriathus Capital Pty Ltd, or any of their associates.

However, this does not apply to a vote cast in favour of Resolution 6 by:

- 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
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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

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

## Voting Exclusion Statement for Resolutions 7 - 10:

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of Mr. John Rayment, Resolution 8 by or on behalf of Mr. Tim Phillipps, Resolution 9 by or on behalf of Ms. Rhyll Gardner and Resolution 10 by or on behalf of Mr. Simon Griffin and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary Shares), or any associates of that person or those persons.

However, this does not apply to a vote cast in favour of Resolutions 7 to 10 by:

- 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
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.



## Voting Exclusion Statement for Resolution 11:

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 11 by or on behalf of a person who is eligible to participate in the employee incentive plan, or any associates of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 11 by

- a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way, or
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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
  - the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

**Voting Prohibition Statement:** A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - a member of the Key Management Personnel; or
  - a Closely Related Party of such a member; and
  - the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel

## Voting Exclusion Statement for Resolution 12:

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 12 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 (except a benefit solely by reason of being a holder of ordinary Shares), or any associates of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 12 by:

- 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
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

# Further Information

## All Resolutions will be by a Poll

Each Resolution considered at the Meeting will be conducted by a Poll. The Board considers voting by a poll to be in the interests of the Shareholders as a whole and ensures the views of as many Shareholders as possible are represented at the Meeting. Shareholders who are unable to attend the Meeting are encouraged to vote in advance of the Meeting.

## Voting eligibility

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 Shareholders at 7.00pm (Sydney time) on 24th November 2024.

## Voting in person

To vote in person, attend the Meeting at the at 2.00pm (Sydney time) on Tuesday, 26th November 2024 at Traverse Accountants, 24-26 Kent Street, Millers Point NSW 2000.

## Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return no later than 48 hours before the commencement of the meeting. Proxies received after this time will not be effective for the scheduled meeting.

Completed Proxy Forms may be lodged:

Online:	By visiting <a href="https://www.votingonline.com.au/id8agm2024">https://www.votingonline.com.au/id8agm2024</a> and following the instructions
By Mail to:	Boardroom Pty Limited GPO Box 3993 Sydney NSW 2001 Australia
In Person at:	Boardroom Pty Limited Level 8, 210 George Street Sydney NSW 2000 Australia

## Proxy Appointment

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

## Voting intentions of the Chairman of the Meeting

The Chairman of the Meeting intends to vote all available proxies in favour of all resolutions.

The Chairman of the meeting may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the Shareholder who has lodged the proxy has given express voting direction to the Chairman to exercise the undirected proxy. If you complete a proxy form that authorises the Chair of the meeting to vote on your behalf as proxy, and you do not mark any of the boxes as to give the Chair directions on how your vote should be cast, then you will have been taken to have expressly authorised the Chairman to exercise your proxy on resolutions 1 to 12 inclusive. In

accordance with this express authority provided by you, the Chairman will vote in favour of resolutions 1 to 12 inclusive.

If you wish to appoint the Chairman of the meeting as your proxy, and you wish to direct them on how to vote, please tick the appropriate boxes on the form.

## Questions and Comments from Shareholders

In accordance with the Corporations Act, reasonable opportunity will be given to Shareholders to ask about or make comments on the financial statements for the year ended 30 June 2024 and the management of the Company at the AGM.

Similarly, Shareholders will be given a reasonable opportunity to ask the Company's external auditors, RSM, questions relevant to the accounting policies adopted by the Company in relation to the financial report, the conduct of the audit, the independence of the auditor in relation to the conduct of the audit and the preparation and content of the Auditor's Report.

Shareholders may also submit written questions to the Company or the auditor in advance of the AGM by email to the Company Secretary at [elissa.hansen@identitii.com](mailto:elissa.hansen@identitii.com).

Questions must be received by the Company no later than five (5) days before the AGM.

**Dated 25<sup>th</sup> October 2024**

**By order of the Board**

**Elissa Hansen  
Company Secretary**

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# ANNUAL GENERAL MEETING EXPLANATORY STATEMENT

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This Annual General Meeting (**AGM**) Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the AGM.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the General Meeting Resolutions.

## 1. ANNUAL REPORT

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### 1.1. General

The first agenda item is to receive the Annual Report of the Company for the year ended 30 June 2024.

### 1.2. Corporations Act

Section 317 of the *Corporations Act 2001 (Cth)* requires the directors to lay before the Annual General Meeting the Financial Report, the Directors' Report (including the Remuneration Report) and the Auditor's Report for the last financial year that ended 30 June 2024.

The Annual Report is available on the Company's website and a printed copy has been sent to those Shareholders who requested it.

In accordance with sections 250S and 250SA of the Corporations Act, Shareholders present at the Annual General Meeting will be provided with a reasonable opportunity to:

- (a) ask questions or make comment to the Directors present on the management of the Company and Remuneration Report; and
- (b) ask questions or make comment to the Auditor about the conduct of the audit and the preparation and content of the Auditor's Report.

No formal resolution to adopt the Annual Report will be put to the Shareholders at the Annual General Meeting.

Shareholders who are unable to attend the Annual General Meeting are able to submit written questions to the Chairman or the auditor about:

- (a) The preparation and the content of the 2024 Auditor's Report;
- (b) The conduct of the 2024 audit;
- (c) Accounting policies adopted by the Company in relation to the preparation of the 2024 financial statements; and
- (d) The independence of the Auditor in relation to the conduct of the 2024 audit.

The questions will need to be submitted no later than five (5) business days before the Annual General Meeting to the Company Secretary at the Company's Registered Office or via email to [elissa.hansen@identitii.com](mailto:elissa.hansen@identitii.com).

## 2. RESOLUTION 1 – REMUNERATION REPORT

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### 2.1. General

In accordance with Section 250R(2) of the Corporations Act, at a listed company's Annual General Meeting, a resolution that the Company's Remuneration Report be adopted must be put to the vote. Section 250R(3) of the Corporations Act provides that the vote on the resolution is advisory only and does not bind the Directors or the Company.

In accordance with Section 300A, the Remuneration Report sets out the Company's remuneration arrangements for Key Management Personnel. The Remuneration Report is part of the Directors' Report contained in the Annual Financial Report for the financial year ending 30 June 2024. A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

### 2.2. Voting Consequences

Under the Corporations Act, companies are required to put to Shareholders a resolution proposing the calling of another meeting of Shareholders to consider the appointment of directors of the company ("Spill Resolution") if, at two consecutive Annual General Meetings, at least 25% of the votes cast on the Remuneration Report are voted against the adoption of the Remuneration Report and at the first of those Annual General Meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those Annual General Meetings.

If more than 50% of votes are cast in favour of a Spill Resolution, the Company must convene a Shareholder meeting ("Spill Meeting") within 90 days of the second Annual General Meeting. At that meeting, all directors who were in office at the time of the Directors' Report, other than the managing director, will cease to hold office immediately before the Spill Meeting. Those persons who are elected or re-elected at the Spill Meeting will be the directors of the company. Note those directors who ceased to hold office immediately prior to the Spill Meeting may stand for re-election.

At the 2023 Annual General Meeting, the adoption of the remuneration report was carried on an 76.27% yes vote meaning less than 25% of votes cast on the resolution were against adoption of the report. Accordingly, a Spill Resolution is not required at this AGM.

Shareholders of the Company will be provided with the opportunity to ask questions about or make comments on the Remuneration Report.

## 3. RESOLUTION 2 - RE-ELECTION OF DIRECTOR

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### 3.1. General

In accordance with ASX Listing Rule 14.5, an entity which has directors must hold an election of directors at each annual general meeting.

Mr. Tim Phillipps retires by rotation and, being eligible, stands for re-election at this meeting.

Tim Phillipps was appointed as a Director in May 2021. He is Chair of the Board, and a member of both the Audit and Risk Committee and the Nomination and Remuneration Committee.



Tim is a Financial Crime and RegTech expert with over 45 years of industry experience, most recently at Deloitte, where he held Global and Asia-Pacific roles in financial crime compliance and analytics, most recently as the APAC Leader for Deloitte's Financial Crime Network, charged with creating a global network for financial crime information sharing and leveraging technology as a tool for financial crime investigations. Prior to that Tim was Global Managing Partner for two businesses, Deloitte Forensic and Deloitte Analytics.

Prior to Deloitte, Tim spent a decade in various roles, including as Director of Enforcement, at the Australian Securities and Investments Commission (ASIC), where he oversaw regulatory enforcement activities with regulated entities to ensure compliance. He also spent 15 years with the Victoria Police, most recently in the role of Detective Sergeant where he was focused on identifying and investigating financial crime.

The Board considers Tim's skill and experience, particularly his deep expertise in RegTech as extremely valuable to the Board and the Company.

## **4. RESOLUTIONS 3 & 4– RATIFICATION OF PRIOR SHARE ISSUES - LR 7.4**

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### **4.1. Background**

Identitii engaged Spark Plus Pte Ltd to assist the Company with investor marketing services in Singapore and Hong Kong. Spark Plus agreed for their fee for services to be settled via an issue of Shares in the Company at a deemed issue price of 1 cent Share with 4,000,000 Shares to be issued to Spark Plus and 1,000,000 to be issued to Mr. Daniel Weiner. Resolution 3 seeks Shareholder approval to ratify the issue of Shares to Spark Plus and Resolution 4 seeks Shareholder approval to ratify the issue of Shares to Mr. Daniel Weiner.

### **4.2. ASX Listing Rule 7.1**

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

The Shares, the subject of Resolutions 3 and 4, do not fall within any of the exceptions and, while they do not exceed the 15% limit in ASX Listing Rule 7.1 and therefore were issued without breaching the rule.

### **4.3. ASX Listing Rule 7.4**

ASX Listing Rule 7.4 allows Shareholders to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without Shareholder approval under that rule.

Identitii wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under ASX Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Shares to Spark Plus and Mr. Weiner.

By ratifying the issue of the Shares, the subject of Resolutions 3 and 4, the base figure (i.e. variable "A") in which the Company's 15% and 10% annual placement capacities are calculated will be a higher number which in turn will allow a



proportionately higher number of securities to be issued without prior Shareholder approval.

#### 4.4. Technical information required by ASX Listing Rule 14.1A

If Resolution 3 and/or 4 are passed, the Shares the subject of these Resolution/s will be excluded in calculating the Company's 15% limit under ASX Listing Rules 7.1, increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Shares.

If Resolution 3 and/or 4 are not passed, the Shares will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, decreasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Shares.

#### 4.5. Technical information required by ASX Listing Rule 7.5

In accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolutions 3 and 4:

- (a) 4,000,000 Shares were issued to Spark Plus Pte Ltd and 1,000,000 Shares were issued to Mr. Daniel Weiner;
- (b) The Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) the Shares were issued on 25 June 2024;
- (d) the Shares were issued at a deemed issue price of \$0.01;
- (e) Shares were issued in consideration for marketing the Company to new potential shareholders in Singapore and Hong Kong; and
- (f) Key terms of the Agreement between the Company and Spark Plus were to act as exclusive lead manager for the capital raise (placement of shortfall Shares) for a fee of 5% +GST on funds raised payable plus a back office fee of \$7,500, expenses and the issue of 5,000,000 Options.

### 5. RESOLUTIONS 5 & 6 – RATIFICATION OF ISSUE OF BROKER OPTIONS – LR 7.4

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#### 5.1. Background

SP Corporate Advisory Pty Ltd were engaged by Identitii to place the shortfall shares from the Company's Rights Issue to investors. Identitii agreed to pay SP Corporate Advisory 5% (+GST) of funds raised on shares placed by SP Corporate Advisory and issue them with 5,000,000 Options exercisable at 2 cents each and expiring two years from issue. Resolution 5 seeks ratification of 3,300,000 Broker Options that were issued to Spark Plus Pte Ltd and Resolution 6 seeks ratification of 1,700,000 Broker Options were issued to Viriathus Capital Pty Ltd as nominees for SP Corporate Advisory so they do not reduce the Company's future placement capacity under ASX Listing Rules 7.1.

#### 5.2. ASX Listing Rule 7.1 & 7.4

A summary of ASX Listing Rules 7.1 and 7.4 are provided in clause 4.2 and 4.3 above.



### 5.3. Technical information required by ASX Listing Rule 14.1A

If Resolutions 5 and/or 6 are passed, the Options, the subject of these Resolutions will be excluded in calculating the Company's 15% limit under ASX Listing Rules 7.1, increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Shares.

If Resolutions 5 and/or 6 are not passed, the Options will be included in calculating the Company's combined 15% limit in ASX Listing Rule 7.1, decreasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Broker Options.

### 5.4. Technical information required by ASX Listing Rule 7.5

In accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 5 and 6:

- (a) The 3,300,000 Broker Options were issued to Spark Plus Pte Ltd and 1,700,000 Broker Options were issued to Viriathus Capital Pty Ltd as nominees for SP Corporate Advisory;
- (b) the Broker Options are unlisted, exercisable at \$0.02 per Option and will expire 1 October 2026. The terms of the Broker Options are set out in Appendix A;
- (c) the Broker Options were issued on 2 October 2024;
- (d) the Broker Options were issued in part consideration for services. No funds were raised from the issue of Options. Any monies received for exercise of the Options will be used for working capital; and
- (e) Key terms of the Agreement between the Company and SP Corporate Advisory are:
  - (i) To Act as Lead Manager and Book Runner for placement of the Company's Shortfall from the Entitlement Issue;
  - (ii) Term: until completion of the raise or three months;
  - (iii) Fees include a placement fee of 5% of funds raised, a management and execution fee of \$7,500, the issue of the Broker Options, the subject of this Resolution.

## 6. RESOLUTION 7 - ISSUE OF SHARES TO MR JOHN RAYMENT

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### 6.1. Background

The CEO's remuneration comprises his salary and superannuation together with short and long-term incentives as determined by the Board.

The Board awarded the CEO a short-term bonus for the sale of Payble Pty Ltd shares held by the Company equal to 5% of the benefit to the Company with 50% to be paid in cash and 50% to be issued in shares at the 15-day volume weighted average price of shares immediately following the transaction (\$0.017), subject to shareholder approval as a bonus for arranging the sale and benefit to the Company. The Company received \$1 million for the sale of 50% of its shareholding in Payble and the bonus payable to the CEO was \$50k.

Resolution 7 seeks shareholder approval to issue the shares equivalent to 50% of the bonus payable to the CEO.

## 6.2. Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of Shares to Mr. Rayment could constitute giving a financial benefit and Mr. Rayment is a related party by virtue of being directors of the Company. However, the Directors (other than Mr. Rayment who has a material personal interest in Resolution 7) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Shares, the subject of Resolution 7, because the Shares are to be issued for reasonable remuneration, a carve out to the requirement for Shareholder approval under section 211 of the Corporations Act.

## 6.3. ASX Listing Rule 10.11

ASX Listing Rule 10.11 provides that, unless one of the exceptions in ASX Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to any of the following persons without the approval of holders of ordinary securities (Shareholders):

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3;
- 10.11.5 a person whose relationship with the company or a person referred to in ASX Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholder.

The issue falls within ASX Listing Rule 10.11.1 and none of the exceptions in ASX Listing Rule 10.12 applies, and so therefore requires the approval of Shareholders under ASX Listing rule 10.11.

Resolution 7 seeks Shareholder approval for the issue of Shares to the CEO for the purposes of ASX Listing Rule 10.11.

## 6.4. Technical information required by ASX Listing rule 14.1A

If Resolutions 7 is passed, Identitii will be able to issue 1,470,588 Shares to Mr John Rayment (or his nominee) in consideration of 50% of his short-term bonus.

If Resolution 7 is not passed, the Company will not be able to issue Shares to Mr. Rayment and he will forego 50% of the short-term bonus awarded by the Board.

## 6.5. Technical Information required by ASX Listing Rule 10.13

In accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolution 7:

- (a) the Shares are to be issued to Mr. John Rayment (or his nominee) who is a related parties under ASX Listing Rule 10.11.1 by virtue of being a Director of the Company;
- (b) 1,470,588 Shares will be issued to Mr. John Rayment. All Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) the Shares are expected to be issued as soon as possible following this Meeting but will be issued no later than one month after the date of the meeting and it is intended that issue of Shares will occur on the same date;
- (d) the Shares will be issued at deemed issue price of \$0.017 per Share;
- (e) No funds will be raised by the issue of Shares;
- (f) Mr. Rayment receives a base salary of \$310,000 per annum plus superannuation together with an incentive of up to 100% of base salary payable in cash subject to meeting certain performance milestones.

Approval pursuant to ASX Listing Rule 7.1 is not required for the issue of the Shares to Mr. Rayment as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Shares the subject of Resolution 7 will not be included in the calculation of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

## 7. RESOLUTIONS 8 TO 10 - ISSUE OF SHARES TO NON-EXECUTIVE DIRECTORS

### 7.1. Background

The Company's Non-Executive Directors agreed to take 25% of their directors' fees in Shares equivalent to the 15-day volume weighted average price prior to 1 October 2023 (\$0.014) to assist in the Company's management of cash. The other 75% is paid in cash.

Resolutions 8 to 10 seek Shareholder approval to issue 3,385,416 Shares, in consideration of \$47,395.83 in outstanding amounts due to Non-Executive Directors for the period 1 October 2023 to 30 October 2024, with 1,450,893 to be issued to the Chair, Mr. Tim Phillips (Resolution 8) and 967,262 to be issued to each of the Non-Executive Directors, Ms. Rhyll Gardner (Resolution 9) and Mr. Simon Griffin (Resolution 10).

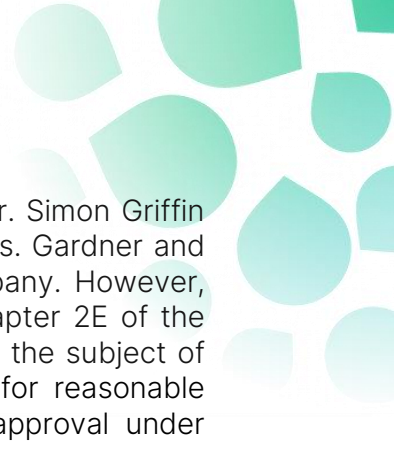
### 7.2. Technical information required by ASX Listing rule 14.1A

If Resolutions 8, 9 and/or 10 are passed, Identitii will be able to issue 3,385,416 Shares to the Non-Executive Directors in part consideration for Directors fees and extinguish a debt of \$47,395.83 in part consideration of directors' fees payable.

If Resolutions 8, 9 and/or 10 are not passed, the Company will not be able to issue Shares the Non-Executive Directors and will have to pay the fees owing to them (\$47,395.93) in cash.

### 7.3. Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Clause 6.3 above.



The issue of Shares to Mr. Tim Phillipps, Ms. Rhyll Gardner and Mr. Simon Griffin could constitute giving a financial benefit and Mr. Tim Phillipps, Ms. Gardner and Mr. Griffin are related parties by virtue of being directors of the Company. However, the Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Shares, the subject of Resolutions 8, 9 and 10, because the Shares are to be issued for reasonable remuneration, a carve out to the requirement for Shareholder approval under section 211 of the Corporations Act.

#### 7.4. ASX Listing Rule 10.11

A summary of ASX Listing rule 10.11 is set out in Clause 6.3 above.

Resolutions 8, 9 and 10 seeks Shareholder approval for the issue of Shares to Directors for the purposes of ASX Listing Rule 10.11.

#### 7.5. Technical Information required by ASX Listing Rule 10.13

In accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolutions 8, 9 and 10:

- (a) the Shares are to be issued to Mr. Tim Phillipps (or his nominee), Ms Rhyll Gardner (or her nominees) and Mr Simon Griffin (or his nominee) who are all related parties under ASX Listing Rule 10.11.1 by virtue of being Directors of the Company;
- (b) 1,450,893 Shares will be issued to Mr. Tim Phillipps, 967,262 Shares will be issued to Ms. Rhyll Gardner and 967,262 Shares will be issued to Mr. Simon Griffin (6,250,000 Shares in total). All Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) the Shares are expected to be issued as soon as possible following this Meeting but will be issued no later than one month after the date of the meeting and it is intended that issue of Shares will occur on the same date;
- (d) the Shares will be issued at a deemed issue price of \$0.014 per Share;
- (e) No funds will be raised from the issue of the Shares however they will extinguish a liability owed by the Company for Non-Executive Directors' fees;
- (f) The Chair, Mr. Tim Phillips, receives annual fees of \$75,000 and the Non-Executive Directors, Ms. Rhyll Gardner and Mr. Simon Griffin receive \$50,000 per annum.

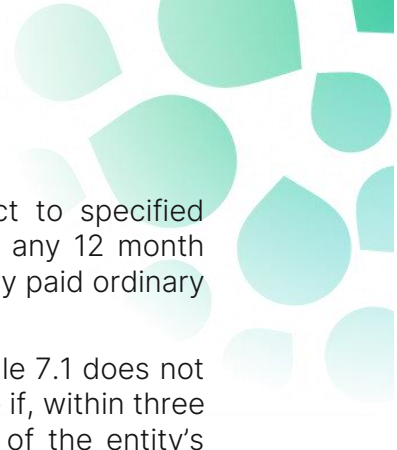
Approval pursuant to ASX Listing Rule 7.1 is not required for the issue of the Shares to Mr. Phillipps, Ms Gardner and Mr Griffin as approval has been obtained under ASX Listing Rule 10.11. Accordingly, the issue of Shares the subject of Resolutions 8, 9 and 10 will not be included in the calculation of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

## 8. RESOLUTION 11 – APPROVAL OF EMPLOYEE INCENTIVE PLAN

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### 8.1. General

Resolution 11 seeks Shareholder approval to refresh the issue of securities under the Equity Incentive Plan (**Plan**) in accordance with ASX Listing Rule 7.2 (Exception 13(b)). The issue of securities under the Plan was last approved by Shareholders at the 2021 Annual General Meeting.



ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.2 (Exception 13(b)) provides that ASX Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within three (3) years before the date of issue of the securities, the holders of the entity's ordinary securities have approved the issue of equity securities under the scheme as an exception to ASX Listing Rule 7.1.

ASX Listing Rule 7.2 (Exception 13(b)) is only available if and to the extent that the number of equity securities issued under the scheme does not exceed the maximum number (in this case 30,000,000) approved by Shareholders.

ASX Listing Rule 7.2 (Exception 13(b)) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

## 8.2. Technical information required by ASX Listing Rule 14.1A

If Resolution 11 is passed, the Company will be able to refresh the issue of securities up to 30,000,000 securities under the Plan to eligible participants over a period of 3 years without impacting the Company's 15% placement capacity over the next 12 month period without Shareholder approval.

For the avoidance of doubt, the Company must seek Shareholder approval under ASX Listing Rule 10.14 in respect of any future issues of securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.

If Resolution 11 is not passed, the Company will not be able to refresh the issue of securities under the Plan to eligible participants, and any securities issued will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under ASX Listing Rule 7.1 for the 12 month period following the issue of the securities.

## 8.3. Further Information

Shareholders should note that:

- (a) the maximum number of securities to be issued under the Plan in the three (3) year period is 30,000,000. It is not envisaged that the maximum number of Securities will be issued immediately;
- (b) 13,725,000 securities have been issued under the Plan since it was approved by Shareholders at the 2021 Annual General Meeting.

The objective of the Plan is to attract, motivate and retain key employees.

A summary of the key terms and conditions of the Plan is set out in **Error! Reference source not found.** A. In addition, a copy of the Plan is available for review by Shareholders at the registered office of the Company until the date of the Meeting. A copy of the Plan can also be sent to Shareholders upon request to the Company Secretary (Elissa Hansen). Shareholders are invited to contact the Company if they have any queries or concerns.



## 9. RESOLUTION 12- APPROVAL FOR ADDITIONAL SHARE PLACEMENT CAPACITY

### 9.1. 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% (**Additional Placement Capacity**).

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

Resolution 12 seeks Shareholder approval by way of special resolution for Identitii to have the additional 10% capacity provided for in ASX Listing Rule 7.1A to issue equity securities without shareholder approval, should the need arise.

As a *special resolution* at least 75% of votes cast by Shareholders eligible to vote at the meeting must be in favour of the resolution for it to be passed.

### 9.2. Technical information required by ASX Listing Rule 14.1A

If Resolution 12 is passed, Identitii 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 12 is not passed, Identitii 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 on issuing equity securities without shareholder approval set out in ASX Listing Rule 7.1.

### 9.3. ASX Listing Rule 7.3A Requirements

Pursuant to ASX Listing Rule 7.3A, the issue price for each security issued under the Additional Placement Capacity will not be less than 75% of the volume weighted average price for securities in that class 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 by the entity and the recipient of the equity securities; 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.

The issue of equity securities under the Additional Placement Capacity may result in voting dilution of existing ordinary shareholders (as shown in the table below). There is also the risk that:

- the market price for equity securities in that class may be significantly lower on the issue date than on the date of approval under ASX Listing Rule 7.1A; and
- the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the issue date.

Table 1 following shows the dilution of existing Shareholders calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at the date of this Notice.

The table also shows:

- i. 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 on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders’ meeting; and
- ii. two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% against the current market price.

**Table 1**

Variable "A" Number of Shares on Issue	Dilution			
	Issue Price (per Share)	\$0.007 50% decrease in Issue Price	\$0.014 Issue Price	\$0.021 50% Increase in Issue Price
<b>650,607,540</b> (Current number of Shares on Issue)	<b>10% Voting Dilution</b>	65,060,754 Shares	65,060,754 Shares	65,060,754 Shares
	<b>Funds Raised</b>	\$455,425	\$910,851	\$1,366,276
<b>975,911,310</b> (50% increase in Shares on Issue)	<b>10% Voting Dilution</b>	97,591,131 Shares	97,591,131 Shares	97,591,131 Shares
	<b>Funds Raised</b>	\$683,138	\$1,366,276	\$2,049,414
<b>1,301,215,080</b> (100% increase in Shares on Issue)	<b>10% Voting Dilution</b>	130,121,508 Shares	130,121,508 Shares	130,121,508 Shares
	<b>Funds Raised</b>	\$910,851	\$1,821,701	\$2,732,552

The above table is based on the following assumptions:

- The number of shares on issue (variable “A”) is calculated as 650,607,540 being all fully paid ordinary shares quoted on ASX as at the date of this Notice.
- The Company issues the maximum number of equity securities available under the Additional Placement Capacity.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue.
- The table shows only the issue of equity securities under the Additional Placement Capacity and not under ASX Listing Rule 7.1.
- The issue of equity securities under the Additional Placement Capacity includes only Shares.
- The issue price of \$0.014 was the closing price of shares on ASX on 13 September 2024.

The Company may issue equity securities under the Additional Placement Capacity from the date of approval at the Annual General Meeting until the earlier of:



- the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained;
- the time and date of the Company's next Annual General Meeting; or
- the date of approval by ordinary Shareholders of transaction under ASX Listing Rule 11.1.2 (a significant change to the Company's nature or scale of activities)
- Equity securities issued under the Additional Placement Capacity will be in an existing quoted class of securities for cash consideration:
  - to raise funds for the development of the Company's new and existing products and services;
  - to raise funds for the acquisition of new assets or investments (including assets associated with such acquisition);
  - to fund working capital.

The Company's allocation policy for issues under the Additional Placement Capacity is dependent on prevailing market conditions at the time of any proposed issue. The identity of the allottees of the equity securities will be determined on a case-by-case basis having regard to the factors including, but not limited to, the following:

- the purpose of the issue;
- the methods of raising funds that are available to the Company, including rights issues or other issues in which existing Shareholders may participate;
- the effect of the issue of the equity securities on the control of the Company;
- the financial situation and solvency of the Company; and
- advice from the Company's advisors.

As at the date of this Notice, the Company has no current plans to undertake a new capital raising, the allottees under the Additional Placement Capacity have not yet been determined, but if such an exercise was undertaken, allottees may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company. As such, no existing Shareholders' votes will therefore be excluded under the voting exclusion in the Notice.

Idetitii sought Additional Placement Capacity at its 2023 Annual General Meeting. During the 12 months preceding the date of this Meeting, the Company did not issue any equity securities under ASX Listing Rule 7.1A.

If the Company issues equity securities pursuant to the Additional Placement Capacity, it will give to ASX a list of the allottees of the equity securities and the number of equity securities allotted to each (not for release to the market), in accordance with ASX Listing Rule 7.1A.4.

## GLOSSARY

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**\$** means Australian dollars.

**Annual General Meeting** means the meeting convened by the Notice of Annual General Meeting.

**Annual General Meeting Explanatory Statement** means the explanatory statement accompanying the Notice of Annual General Meeting.

**Annual General Meeting Proxy Form** means the proxy form accompanying the Notice of Annual General Meeting.

**Annual General Meeting Resolutions** means the resolutions set out in the Notice of Annual General Meeting, or any one of them, as the context requires.

**ASIC** means the Australian Securities & Investments Commission.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

**ASX Listing Rules** means the Listing Rules of ASX.

**Board** means the current board of directors of the Company.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Chair** means the chair of the Meeting.

**Closely Related Party** of a member of the Key Management Personnel means:

- (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 Identitii Limited (ACN 603 107 044).

**Constitution** means the Company's constitution.

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

**Directors** means the current directors 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 of Annual General Meeting** means this notice of meeting including the Annual General Meeting Explanatory Statement and the Annual General Meeting Proxy Form.

**Resolution** means a resolution set out in the Notice of Annual General Meeting.

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

**Shareholder** means a registered holder of a Share.

## Appendix A

### TERMS AND CONDITIONS OF BROKER OPTIONS

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(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of the Options is \$0.02 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (Sydney time) 1 October 2024 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

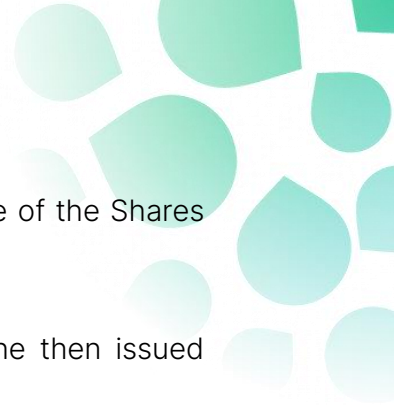
A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within 15 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section



708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) **Transferability**

The Options are not transferrable.

(m) **ASX Listing**

The Options will not be quoted on ASX.


## Appendix B


### TERMS AND CONDITIONS OF THE EQUITY INCENTIVE PLAN

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The key terms of the Employee Incentive Plan (**Plan**) are as follows:

- (a) **Eligibility:** Participants in the Plan may be:
  - (i) directors or officers of the Group;
  - (ii) employees, contractors or consultants of the Group; and
  - (iii) any other person,who is declared by the Board to be eligible to receive a grant of an Award under the Plan.
- (b) **Invitation:** The Board may, from time to time, in its absolute discretion:
  - (i) invite Eligible Persons to participate in a grant of; or
  - (ii) grant to an Eligible Person,Awards upon the terms set out in the Plan and upon such additional terms, including Vesting Conditions (if any), as the Board determines.
- (c) **Plan limit:** The Company must have reasonable grounds to believe, when making an invitation, that the number of Shares to be received on exercise of Awards offered under an offer, when aggregated with the number of Shares issued or that may be issued as a result of offers made in reliance on the Class Order at any time during the previous 3 year period under an employee incentive scheme covered by the Class Order or an ASIC exempt arrangement of a similar kind to an employee incentive scheme, will not exceed 5% of the total number of Shares on issue at the date of the offer.
- (d) **Issue price:** An Eligible Participant will not pay anything for the grant of any Options or Performance Rights and the Board will determine, at its absolute discretion, the issue price of any Incentive Shares granted to the Eligible Employee and may be nil.
- (e) **Vesting Conditions:** An Award may be made subject to vesting conditions as determined by the Board in its discretion and as specified in the invitation for the Awards (**Vesting Conditions**).
- (f) **Vesting:** The Board may in its discretion determine that all or a portion of a Participant's Awards are a Vested Award and any Vesting Conditions are satisfied or waived, as applicable, immediately or at some future time (including following the occurrence of such further event or circumstance as the Board determines) including where:
  - (i) the Participant is a Good Leaver; or
  - (ii) an Event occurs.
- (g) **Lapse of an Award:** An Award that has not vested will lapse upon the earlier to occur of:
  - (i) in respect of an Option, the Expiry Date; or

- 
- (ii) the date the Vesting Conditions applicable to the Award are not met and are no longer able to be met and the Board has not waived those Vesting Conditions; or
    - (iii) on the date the Participant becomes a Bad Leaver and the Board determines that they are to lapse; or
    - (iv) if an Event occurs and the Board determines that they are to lapse, in which case the Board may determine that:
      - (A) all or a portion of the Awards are to lapse; and/or
      - (B) the Awards are to lapse immediately or at some future time (including following the occurrence of such further event or circumstance as the Board determines).
  - (h) **Not transferrable:** A Participant must not:
    - (i) sell, assign, transfer or otherwise deal with, or grant a Security Interest over; or
    - (ii) enter into any arrangement for the purpose of hedging, or otherwise affecting their economic exposure to,their Awards. If the Participant does so, the relevant Awards will lapse immediately unless the Board in its absolute discretion approves the dealing or the transfer or transmission is affected by law on death or legal incapacity to the Participant's Personal Representative.
  - (i) **Delivery of Shares:** Within 30 days after the Vesting Date in respect of a Vested Performance Right or exercise of a Vested Option the Company must, in the absolute discretion of the Board, either:
    - (i) Allocate to the Participant, the number of Shares in accordance with the Terms of the Performance Right for each Vested Performance Right exercised by the Participant (subject to any adjustment); or
    - (ii) procure the payment to the Participant of a cash amount equal to the Market Price of the Shares which would have otherwise been Allocated in accordance with the Terms of the Performance Right.
  - (j) **Shares:** Shares issued or resulting from the exercise of the Awards shall, subject to any Sale Restrictions (refer paragraph (k)) from the date of issue, rank on equal terms with all other Shares on issue.
  - (k) **Sale Restrictions:** The Company is entitled to make, or procure the making of, such arrangements as it considers necessary to enforce any Restriction Period on Participants dealing with Shares, and Participants must agree to such arrangements and must not take any action or permit another person to take any action to remove the arrangements. The Company may procure that a Holding Lock be put on those Shares while a Restriction Period applies.
  - (l) **Quotation of Shares:** If Shares of the same class as those issued on the vesting or exercise of an Award are quoted on ASX, the Company will apply for quotation of Shares issued under the Plan within the period required by ASX.
  - (m) **No Participation Rights:** There are no participation rights or entitlements inherent in the Awards and Participants will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Awards without exercising the Award.

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- (n) **Change in exercise price of number of underlying securities:** An Award does not confer the right to a change in exercise price or in the number of underlying Shares over which the Award can be exercised.
  - (o) **Reorganisation:** If, prior to the exercise of an Award, the Company undergoes a reorganisation of capital, the Board may subject to all Applicable Laws and the Listing Rules make adjustments to the terms of the Awards to the extent necessary to comply with the Listing Rules as they apply at the relevant time
  - (p) **Amendments:** Subject to express restrictions set out in the Plan and complying with the Corporations Act, ASX Listing Rules and any other applicable law, the Board may, at any time, by resolution:
    - (i) amend all or any of the provisions of the Plan;
    - (ii) amend the terms or conditions of any Award granted under the Plan; or
    - (iii) formulate (and subsequently amend) special terms and conditions, in addition to those set out in these Rules, to apply to Eligible Persons employed in, resident in, or who are citizens of, countries other than Australia. Each of such sets of special terms and conditions shall be restricted in its application to those Eligible Persons employed in, resident in, or who are citizens of the foreign country or countries specified by the Board, and may be revoked, added to or varied.
  - (q) **Rights of Participant:** Unless the subject of an express provision in an employment contract, the rights and obligations of any Eligible Person under the terms of their office, employment or contract with the Group are not affected by their participation in the Plan.





#### All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)
- ☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 2:00pm (Sydney Time) on Sunday, 24 November 2024.**

### 🖥 TO APPOINT A PROXY ONLINE

### 📱 BY SMARTPHONE

**STEP 1: VISIT** <https://www.votingonline.com.au/id8agm2024>

**STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**

**STEP 3: Enter your Voting Access Code (VAC):**



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

##### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.
- return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

##### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### STEP 3 SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

**Joint Holding:** where the holding is in more than one name, all the securityholders should sign.

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **2:00pm (Sydney Time) on Sunday, 24 November 2024.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 🖥 **Online** <https://www.votingonline.com.au/id8agm2024>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited  
Level 8, 210 George Street  
Sydney NSW 2000 Australia

#### Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐

## Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

**Please note, you cannot change ownership of your securities using this form.**

## PROXY FORM

### STEP 1 APPOINT A PROXY

I/We being a member/s of **Identitii Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting** (mark box)

**OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **Traverse Accountants, 24-26 Kent Street, Millers Point NSW 2000 on Tuesday, 26 November 2024 at 2:00pm (Sydney Time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

**Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters:** If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1 and 7 -11, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 1 and 7 -11 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 1 and 7 -11). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

### STEP 2 VOTING DIRECTIONS

\* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		FOR	AGAINST	ABSTAIN*			FOR	AGAINST	ABSTAIN*
<b>Res 1</b>	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Res 8</b>	Approval of Share Issue to Mr. Tim Phillipps	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Res 2</b>	Re-Election of Mr. Tim Phillipps	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Res 9</b>	Approval of Share Issue to Ms. Rhyll Gardiner	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Res 3</b>	Ratification of Prior Share Issue - Lr 7.4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Res 10</b>	Approval of Share Issue to Mr. Simon Green	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Res 4</b>	Ratification of Prior Share Issue - Lr 7.4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Res 11</b>	Approval of Employee Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Res 5</b>	Ratification of Prior Issue - Lr 7.4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Res 12</b>	Approval for Additional Share Placement Capacity ( <b>Special Resolution</b> )	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Res 6</b>	Ratification of Prior Issue - Lr 7.4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
<b>Res 7</b>	Approval of Share Issue to Mr John Rayment	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					

### STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2024