



Announcement Summary

Entity name

OVANTI LIMITED

Announcement Type

New announcement

Date of this announcement

25/6/2025

The Proposed issue is:

A placement or other type of issue

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +security code	+Security description	Maximum Number of +securities to be issued
OVT	ORDINARY FULLY PAID	352,666,667

Proposed +issue date

21/8/2025

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

---

**1.1 Name of +Entity**

OVANTI LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

**1.2 Registered Number Type**

ABN

**Registration Number**

11091192871

**1.3 ASX issuer code**

OVT

**1.4 The announcement is**

New announcement

**1.5 Date of this announcement**

25/6/2025

**1.6 The Proposed issue is:**

A placement or other type of issue



## Part 7 - Details of proposed placement or other issue

## Part 7A - Conditions

**7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?**

Yes

## 7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
+Security holder approval	20/8/2025	Estimated	No

**Comments**

Subject to shareholder approval, the Company intends to issue 96,000,000 shares to its newly appointed CEO (or his nominee), which will be subject to vesting conditions and escrow arrangements over approximately 4 years.

Subject to a future shareholder approval to be obtained in 2026 and following years, the Company may issue the number of shares equal to an incentive payment of up to the lesser of USD500,000 or, 2% of the Market capitalisation of Ovanti Limited to the CEO (or his nominee).

Refer to ASX release released on the same date as this release for further information.

## Part 7B - Issue details

**Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?**  
Existing class

**Will the proposed issue of this +security include an offer of attaching +securities?**  
No

## Details of +securities proposed to be issued

**ASX +security code and description**

OVT : ORDINARY FULLY PAID

**Number of +securities proposed to be issued**

96,000,000

**Offer price details**

**Are the +securities proposed to be issued being issued for a cash consideration?**

No



**Please describe the consideration being provided for the +securities**

Proposed issue of shares to the Company's newly appointed CEO as an equity incentive to his remuneration.

**Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities**

**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**

Yes

**Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?**

Existing class

**Will the proposed issue of this +security include an offer of attaching +securities?**

No

Details of +securities proposed to be issued

**ASX +security code and description**

OVT : ORDINARY FULLY PAID

**Number of +securities proposed to be issued**

256,666,667

**Offer price details**

**Are the +securities proposed to be issued being issued for a cash consideration?**

No

**Please describe the consideration being provided for the +securities**

Subject to satisfaction of key performance indicators, issue of shares as an incentive component to the CEO's remuneration. For each 12 months period from the appointment of the CEO, the value of these shares at the time of issue will be based on the lesser of up to the amount equal to 2% of the market capitalisation of the Company or US\$500,000. The number of securities above is an estimate only (based on US\$500,000 (being the maximum value of the yearly incentive at an exchange rate of US\$1=AU\$1.54, divided by the closing price at 24 June 2025). Refer to the ASX release released on the same date as this Appendix 3B for further information.

**Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities**

770,000.000000

**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**

Yes



## Part 7C - Timetable

### 7C.1 Proposed +issue date

21/8/2025

## Part 7D - Listing Rule requirements

### 7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?

Yes

### 7D.1a Date of meeting or proposed meeting to approve the issue under listing rule 7.1

20/8/2025

### 7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?

No

### 7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?

No

### 7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?

Yes

### 7D.4a Please enter the number and +class of the +securities subject to +voluntary escrow and the date from which they will cease to be subject to +voluntary escrow

96,000,000 shares will be subject to voluntary escrow restrictions. The shares will vest and be released from escrow in 16 equal quarterly instalments of 6 million shares each over approximately 4 years. The first 6 million share instalment will vest and be released from escrow on 14 October 2025 with the remaining instalments to vest and be released from escrow every three months after this date (subject to retention conditions).

## Part 7E - Fees and expenses

### 7E.1 Will there be a lead manager or broker to the proposed issue?

No

### 7E.2 Is the proposed issue to be underwritten?

No

### 7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

N/A.

## Part 7F - Further Information

### 7F.01 The purpose(s) for which the entity is issuing the securities

Equity incentive to the CEO's remuneration.

### 7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?

No

### 7F.2 Any other information the entity wishes to provide about the proposed issue

Refer to the ASX release released on the same date as this Appendix 3B for further information.

### 7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with



**the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:**

The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)