

Results of Annual General Meeting

Melbourne, Australia, 29 November 2022: AD1 Holdings Limited ('AD1', the 'Company' or the 'Group') (ASX: AD1), hereby provides the results of its annual general meeting of shareholders held on 29 November 2022.

Information required to be disclosed by the Company in accordance with Listing Rule 3.13.2 and Section 251AA(2) of the Corporations Act is attached.

All resolutions were passed on a poll, including resolutions 5 and 6, which were special resolutions. Details of resolutions, the proxies received, and the votes cast on the poll in respect of each resolution are set out in the attached results summary.

END

This release has been authorised by the Board of Directors of the Company.

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About AD1 Holdings

AD1 Holdings is a technology company with a growing portfolio of market-leading software businesses. We build, manage, and acquire best of breed, high potential software businesses that develop specialised software solutions to address the specific needs of the global workforce. The Company currently operates in two main verticals being 'HR Services' and 'Niche Services'. Under HR services the company provides talent recruitment solutions in the form of ApplyDirect and Jobtale and mentoring products under the Art of Mentoring banner. The Company also operates Utility Software Solutions which specialises in SaaS hosted customer interface solutions (CIS) and Business Process Outsourcing (BPO) services for energy providers.

For more information

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ANNUAL GENERAL MEETING
Tuesday, 29 November, 2022

As required by section 251AA(2) of the Corporations Act 2001 (Commonwealth) the following statistics are provided in respect of each resolution on the agenda.

| Resolution Voted on at the meeting | | | Proxy Votes (as at proxy close) | | | | Total votes cast in the poll (where applicable) | | | |
|------------------------------------|---|------------------|---------------------------------|---------------------|---------------------------------------|----------------|---|---------------------|-------------------|---------------|
| No | Short Description | Strike Y/N/NA | <i>For</i> | <i>Against</i> | <i>Discretionary (open votes)</i> | <i>Abstain</i> | <i>For</i> | <i>Against</i> | <i>Abstain **</i> | <i>Result</i> |
| 1 | REMUNERATION REPORT | N | 10,175,635 78.60% | 2,393,500 18.49% | 376,600 2.91% | 0 | 10,552,235 81.51% | 2,393,500 18.49% | 0 | Carried |
| 2 | RE-ELECTION OF DIRECTOR MR ANDREW HENDERSON | NA | 12,356,385 95.45% | 212,750 1.64% | 376,600 2.91% | 0 | 156,789,663 99.86% | 212,750 0.14% | 0 | Carried |
| 3 | RATIFICATION OF ISSUE OF SHARES TO THE VENDOR OF ART OF MENTORING | NA | 10,682,301 82.52% | 1,886,834 14.57% | 376,600 2.91% | 0 | 155,115,579 98.80% | 1,886,834 1.20% | 0 | Carried |
| 4 | ISSUE OF WARRANTS | NA | 10,062,052 77.72% | 2,507,083 19.37% | 376,600 2.91% | 0 | 154,495,330 98.40% | 2,507,083 1.60% | 0 | Carried |
| 5 | APPROVAL OF 10% PLACEMENT FACILITY | NA | 9,568,718 73.91% | 3,000,417 23.18% | 376,600 2.91% | 0 | 154,001,996 98.09% | 3,000,417 1.91% | 0 | Carried |
| 6 | AMENDMENT TO CONSTITUTION | NA | 10,047,052 78.46% | 2,382,250 18.60% | 376,600 2.94% | 139,833 | 154,480,330 98.48% | 2,382,250 1.52% | 139,833 | Carried |

** - Note that votes relating to a person who abstains on an item are not counted in determining whether or not the required majority of votes were cast for or against that item