



Identitii Limited ACN 603 107 044
Level M, 388 George Street, Sydney NSW 2000
identitii.com

Identitii Limited (ASX:ID8)

ACN 603 107 044

Addendum to Notice of Annual General Meeting

Identitii Limited (ACN 603 107 044) (**Company** or **Identitii**) hereby gives this notice to Shareholders that in relation to the Notice of Annual General Meeting dated 30 November 2023 (**Notice**) in respect to the Company's Annual General Meeting of Shareholders to be held at 2.00pm on Thursday, 30th November 2023 (**Meeting**), the Directors have resolved to add additional Resolutions 5 and 6 to the Items of Business and a new Section 6 to the Explanatory Statement in the original Notice.

Defined terms in the Notice have the same meaning in this Addendum. In the event of any inconsistency, the definitions used in this Addendum will prevail.

This Addendum is supplement to the Notice and should be read in conjunction with the Notice. Apart from the additions set out below, all Resolutions and the Explanatory Statement in the original Notice remain unchanged.

Additional Resolutions

By this Addendum to the Notice, an additional two (2) resolutions, Resolutions 5 and 6 as detailed below, are added to the Notice.

Explanatory Statement

By this Addendum to the Notice an additional Section 6 has been added to the Explanatory Statement.

Replacement Proxy Form and Voting Instructions

A replacement Proxy Form is annexed to this Addendum.

If Shareholder wish to have their votes counted by proxy in respect to Resolutions 5 and 6, they **MUST** use the replacement Proxy Form to vote on all Resolutions. If a party provides a replacement Proxy Form, any original Proxy Form dispatched with the original Notice of Meeting which has been completed by that party will be disregarded.

The Company reserves the right to accept a Proxy Form dispatched with the original Notice if a new replacement Proxy Form is not provided by the relevant Shareholder.

Enquiries

Shareholder are requested to contact the Company Secretary on 0411 764 556 if they have any queries in respect to the matters set out in these documents.

IDENTITII LIMITED
ABN 83 603 107 044

ITEMS OF BUSINESS

RESOLUTION 5 - APPROVAL OF SHARE ISSUE TO MS RHYLL GARDNER

To consider and, if thought fit, to pass 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 2,000,000 Shares in the Company to Ms Rhyll Gardner (or her nominee) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of Ms. Rhyll Gardner 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 Resolution 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:
 - o 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
 - o the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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

RESOLUTION 6 – APPROVAL OF SHARE ISSUE TO MR SIMON GRIFFIN

To consider and, if thought fit, to pass 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 1,000,000 Shares in the Company to Mr Simon Griffin (or his nominee) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 6 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 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:
 - o 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
 - o the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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



ANNUAL GENERAL MEETING EXPLANATORY STATEMENT

The Explanatory Statement is amended by adding a new section 6 as set out below:

6. RESOLUTIONS 5 AND 6 | ISSUE OF SHARES TO MS. RHYLL GARDNER AND MR. SIMON GRIFFIN

6.1. Background

On 5 September 2023, Identitii announced that it had closed its Rights Issue on 30 August 2023 on the basis of one (1) new Share for every one (1) existing Share held by eligible Shareholders on the record date at an issue price of \$0.01 per Share and raised \$1,338,160 (before costs) with a shortfall balance of \$789,735.

Directors, Rhyll Gardner and Simon Griffin, have expressed interest in subscribing for Shares under the Shortfall Offer. In accordance with ASX Listing Rule 10.11, Shareholder approval is sought to issue Shares under the shortfall to Directors. Under ASX Listing Rule 10.12 exception 1, Directors Tim Phillipps and John Rayment are permitted to participate in the Rights Issue as both are eligible Shareholders. Resolutions 5 and 6 seeks Shareholder approval to issue the shortfall Shares to Directors Gardner and Griffin on the same terms and conditions as other participants who subscribed for Shares under the Shortfall Offer.

6.2. Technical information required by ASX Listing rule 14.1A

If Resolutions 5 and/or 6 are passed, Identitii will issue 2,000,000 Shares to Ms Rhyll Gardner (or her nominee) and 1,000,000 Shares to Mr Simon Griffin (or his nominee) on the same terms and conditions as other subscribers to the Shortfall Offer, aligning their interests with those of Shareholders. It will also raise a total of \$30,000.

If Resolutions 5 and/or 6 are not passed, the Company will not be able to issue Shares to Ms Rhyll Gardner and/or Mr Simon Griffin.

6.3. 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 Ms. Rhyll Gardner and Mr. Simon Griffin could constitute giving a financial benefit and Ms. Gardner and Mr. Griffin are related parties by virtue of being directors of the Company. However, the Directors (other than Ms. Gardner and Mr. Griffin who have a material personal interest in Resolutions 5 and 6 respectively) 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 5 and 6, because the Shares are to be issued on the same basis as the Shares issued to other investors who participated in the Shortfall Offer (i.e. they are paying \$0.01 per Share the same as other subscribers to the Shortfall Offer) and therefore the dealing is considered at arm's length, a carve out to the requirement for Shareholder approval under section 210 of the Corporations Act.



6.4. 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.

Resolutions 5 and 6 seeks Shareholder approval for the issue of Shortfall Shares to Directors for the purposes of ASX Listing Rule 10.11.

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 Resolutions 5 and 6:

- A. the Shares are to be issued to Ms Rhyll Gardner (or her nominees) and Mr Simon Griffin (or his nominee) who are both related parties under ASX Listing Rule 10.11.1 by virtue of being Directors of the Company;
- B. 2,000,000 Shares will be issued to Ms Rhyll Gardner and 1,000,000 Shares will be issued to Mr Simon Griffin (3,000,000 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 \$0.01 per Share;
- E. funds raised from the issue will form the pool of funds raised from the Rights Issue and Shortfall Offer Shares which are being used for ongoing marketing and contract negotiation of the AUSTRAC reporting solution, including the new SMR functionality, continued development of the Identitii platform, feature development for existing customers and for working capital.

Approval pursuant to ASX Listing Rule 7.1 is not required for the issue of the Shares to 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 5 and 6 will not be included in the calculation of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.





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
- ☎ **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 Tuesday, 28 November 2023.**

🖥 TO VOTE ONLINE

STEP 1: VISIT <https://www.votingonline.com.au/id8agm2023>

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

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

📱 BY SMARTPHONE



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 Tuesday, 28 November 2023.** 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/id8agm2023>
- 📠 **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.



Identitii Limited ACN 603 107 044
Level M, 388 George Street, Sydney NSW 2000
Identitii.com

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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 **Meeting Room D, The Commons, 388 George Street, Sydney NSW 2000 on Thursday, 30 November 2023 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, 5 and 6, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 1, 5 and 6 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, 5 and 6). 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*
Resolution 1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-Election of Ms Rhyll Gardner	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of Prior Share Issue - Lr 7.4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval for Additional Share Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of Share Issue to Ms Rhyll Gardner	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of Share Issue to Mr Simon Griffin	<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 / / 2023