



ASX:ID8

IDENTITII LIMITED

ACN 603 107 044

NOTICE OF ANNUAL GENERAL MEETING

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

TIME: 2.00pm (Sydney time)

DATE: Thursday, 27 November 2025

AT: Meeting Room A, The Commons
285A Crown Street
Surry Hills NSW 2010

2025 Annual Report

A copy of Identitii Limited's 2025 Annual Report, including the financial report, directors' report and auditors report for the year ended 30 June 2025 is available on the Company's website at <https://investorhub.identitii.com/announcements>



NOTICE OF ANNUAL GENERAL MEETING

Thursday, 27th November 2025

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 **Thursday, 27th November 2025** at **Meeting Room A, The Commons, 285A Crown Street, Surry Hills NSW 2010**.

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

To receive and consider the Annual Financial Report of the Company and its controlled entities for the year ended 30 June 2025 which includes the Financial Report and the Directors' and Auditor's Reports.

2. RESOLUTION 1 – REMUNERATION REPORT

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 2025 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

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

"That, Mr. Tim Phillipps who retires in accordance with Clause 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 – ELECTION OF MICHAEL KOTOWICZ

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

"That, Mr. Michael Kotowicz who retires in accordance with Clause 6.2(b) of the Company's Constitution, and being eligible, be elected as a Director of the Company."

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

5. RESOLUTION 4 – RATIFICATION OF PRIOR SHARE ISSUE

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 45,000,000 Shares to Arnott Park Investments Pty Ltd on the terms and conditions set out in the Explanatory Statement."

This resolution seeks Shareholder ratification for the issue of 45,000,000 Shares to Arnott Park Investments as part settlement of an outstanding loan to the Company.

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

6. RESOLUTION 5 – APPROVAL TO ISSUE SHARES TO MR MIKE ISRAEL

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue and allot 2,500,000 Shares to Mr. Mike Israel (or his nominee) on the terms and conditions set out in the Explanatory Statement."

This resolution seeks Shareholder approval to issue 2,500,000 Shares to Mike Israel as consideration for business development services.

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

7. RESOLUTION 6 – APPROVAL OF SHARE ISSUE TO MR TIM PHILLIPPS

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 2,083,333 Shares 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 2,083,333 Shares to Non-Executive Chair, Mr. Tim Phillipps (or his nominee), as consideration for 25% of directors' fees payable for the period 1 October 2024 to 30 October 2025.

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

8. RESOLUTION 7 – APPROVAL OF SHARE ISSUE TO MR. MICHAEL KOTOWICZ

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 332,289 Shares to Mr. Michael Kotowicz (or his nominee) on the terms and conditions set out in the Explanatory Statement."

This resolution seeks Shareholder approval to issue 332,289 Shares to Non-Executive Director, Mr. Michael Kotowicz (or his nominee), as consideration for 25% of directors' fees payable from his appointment as a director (August 2025) to 30 October 2025.

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

9. RESOLUTION 8 – 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 1,056,604 Shares 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 1,056,604 Shares to former Non-Executive Director, Mr. Simon Griffin (or his nominee), as consideration for 25% of directors' fees payable for the period 1 October 2024 to his resignation in August 2025.

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

10. RESOLUTION 9 – APPROVAL OF SHARE ISSUE TO MR. REECE O'CONNELL

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 888,592 Shares to Mr. Reece O'Connell (or his nominee) on the terms and conditions set out in the Explanatory Statement."

This resolution seeks Shareholder approval to issue 888,592 Shares to former Non-Executive Director, Mr. Reece O'Connell (or his nominee), as consideration for 25% of directors' fees payable for the period from his appointment as a director (December 2024) to his resignation in August 2025.

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

11. RESOLUTION 10 – APPROVAL OF SHARE ISSUE TO MR JOHN RAYMENT

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 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 2,000,000 Shares to the Managing Director, Mr. John Rayment (or his nominee), as a bonus.

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

12. RESOLUTION 11 - APPROVAL FOR ADDITIONAL SHARE PLACEMENT CAPACITY

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 on the terms and conditions set out in the Explanatory Statement."

This resolution seeks Shareholder approval for the Company to have the additional capacity to issue equity securities up to 10% of its issued capital (at the time of issue).

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

13. RESOLUTION 12 – REPLACEMENT CONSTITUTION

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

"That, for the purposes of section 136(2) and section 648G of the Corporations Act and for all other purposes, approval is given for the Company to repeal its existing Constitution and adopt a new constitution in its place in the form as signed by the chair of the Meeting for identification purposes."

This resolution seeks Shareholder approval to repeal its current Constitution and replace it with a new Constitution that has been updated to account for changes in legislation since the current Constitution was adopted in 2019.

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 Resolution 4:

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of Arnott Park Investments Pty Ltd, or any associates of that person or those persons.

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 5:

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of Mike Israel, 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:
 - 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.

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 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 11 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 6 to 10:

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of Mr. Tim Phillipps, Resolution 7 by or on behalf of Mr. Michael Kotowicz, Resolution 8 by or on behalf of Mr. Simon Griffin, Resolution 9 by or on behalf of Mr. Reece O'Connell, Resolution 10 by or on behalf of Mr. John Rayment, or any associates of that person or those persons.

However, this does not apply to a vote cast in favour of Resolutions 6 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

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 2.00pm (Sydney time) on 25 November 2025.

Voting in person

To vote in person, attend the Meeting at 2.00pm (Sydney time) on Thursday, 27th November 2025 at Meeting Room A, The Commons, 285A Crown Street, Surry Hills NSW 2010.

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 https://www.votingonline.com.au/id8agm2025 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 2025 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.

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

Dated 29 October 2025

By order of the Board

Elissa Hansen
Company Secretary

ANNUAL GENERAL MEETING EXPLANATORY STATEMENT

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

1.1. General

The first agenda item is to receive the Annual Report of the Company for the year ended 30 June 2025.

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 2025.

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 2025 Auditor's Report;
- (b) The conduct of the 2025 audit;
- (c) Accounting policies adopted by the Company in relation to the preparation of the 2025 financial statements; and
- (d) The independence of the Auditor in relation to the conduct of the 2025 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.

2. RESOLUTION 1 – REMUNERATION REPORT

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 2025. 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 2024 Annual General Meeting, the adoption of the remuneration report was carried on a 97.93% yes vote meaning approximately 2% 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. RESOLUTIONS 2 & 3 – RE-ELECTION & ELECTION OF DIRECTORS

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. Further, in accordance with ASX Listing Rule 14.4 and the Company's Constitution, a director must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer. However, a director appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting.

Mr. Tim Phillipps retires by rotation and, being eligible, stands for re-election at this meeting. Mr. Michael Kotowicz was appointed to fill a casual vacancy under Clause 6.2(b) of the Company's Constitution and only holds office until the end of this meeting and, being eligible, stands for election at this meeting.

Background information on each of the directors is provided below:

Tim Phillipps

Tim Phillipps was appointed as a Director in May 2021 and last re-elected at the 2024 Annual General Meeting. He is Chair of the Board, and a member of the Audit and Risk 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, 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 Victoria Police, 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.

Michael Kotowicz

Michael Kotowicz was appointed as a Non-Executive Director on 5 August 2025 and is a member of the Audit & Risk Committee.

Michael is an accomplished director, corporate advisor, and investor relations specialist with over 35 years of experience across capital markets, governance, and stakeholder engagement. He founded Radar Group, which became one of Australia's leading independent investor relations firms, and later co-founded Wentworth Place Group, a boutique consultancy supporting ASX-listed companies with capital raisings, strategy, and shareholder engagement.

His career includes senior institutional sales roles in London and in Sydney where he worked with Macquarie Bank and ANZ, advising global funds and participated in major equity capital markets transactions.

4. RESOLUTION 4 – RATIFICATION OF PRIOR SHARE ISSUE

4.1. Background

On 30 July 2025, Identitii received an interest free, unsecured loan in the sum of \$0.8 million from Beauvis Capital as trustee for The Reginal Hector Trust. The funds were used to repay the \$0.8 million term loan with Mitchell Asset Management (**MAM**) borrowed against the Company's FY25 Research & Development Tax incentive refund, saving the Company \$0.1 million in interest and releasing the general security MAM held over the Company's assets.

On 23 September 2025, the Company issued Arnott Park Investments Pty Ltd as nominee for Beauvais Capital Pty Ltd as trustee for The Reginal Hector Trust 45,000,000 Shares at a deemed issue price of \$0.009 in consideration of \$0.405 million as part repayment of that loan.

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.

The issue of Shares to Arnott Park Investments Pty Ltd does not fit within any of the exceptions set out in ASX Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it utilises the Company's 15% placement limit in ASX Listing Rule 7.1, thereby reducing the Company's capacity to issue further equity securities without Shareholder approval for the 12-month period following the issue date.

ASX Listing Rule 7.4 provides that where shareholders subsequently approve an issue of securities, the issue will be treated as having been approved under ASX Listing Rule 7.1, thereby replenishing the Company's 15% capacity under ASX Listing Rule 7.1 to issue further securities up to that limit.

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, Resolution 4 seeks approval under and for the purposes of ASX Listing Rule 7.4 for the prior issue of Shares.

4.2. Technical information required by ASX Listing Rule 14.1A

If Resolution 4 is passed, the Shares issued will be excluded from the Company's 15% limit under ASX Listing Rules 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of the issue.

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

4.3. 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 4:

- (a) 45,000,000 Shares were issued to Arnott Park Investments Pty Ltd as nominee for Beauvis Capital as trustee for The Reginal Hector Trust. Mr. Cameron Beavis controls Arnott Park Investments and is a substantial holder of Identitii Shares, holding 29.92% of issued capital in the Company following the issue of these Shares;
- (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 23 September 2025;
- (d) the Shares were issued at a deemed issue price of \$0.009 per Share;
- (e) Shares were issued in consideration of \$0.405 million as part repayment of the \$0.8 million loan payable;
- (f) Key terms of the Loan Agreement between the Company and Beauvis Capital as trustee for The Reginal Hector Trust are:

- (i) Loan amount: \$800,000
- (ii) Interest Rate: 0%
- (iii) Repayment Date: As agreed between the parties.

5. RESOLUTION 5 – APPROVAL TO ISSUE SHARES TO MIKE ISRAEL

5.1. General

Resolution 5 seeks Shareholder approval under and for the purposes of ASX Listing Rule 7.1 to issue 2,500,000 Shares to Mr. Mike Israel (or his nominee) as consideration for business development services.

An overview of ASX Listing Rule 7.1 is detailed in section 4.1 above.

5.2. Technical information required by ASX Listing Rule 14.1A

If Resolution 5 is passed, the Shares issued will be excluded from the Company's 15% limit allowing the Company to issue equity securities without having to obtain Shareholder approval under ASX Listing Rule 7.1 over the 12-month period following the date of the issue.

If Resolution 5 is not passed, the proposed issue of Shares will not proceed and the Company will need to consider alternative forms of compensation, including a cash payment.

5.3. Technical information required by ASX Listing Rule 7.3

In accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 5:

- (a) 2,500,000 Shares to be issued to Mr. Mike Israel (or his nominee) on the same terms and conditions as the Company's existing Shares. Mr. Israel is not a related party of the Company;
- (b) The Shares will be issued as soon as possible following the Meeting and no later than three months after the Meeting;
- (c) The Shares will be issued for in consideration for business development services provided by Mr. Israel to the Company including providing key introductions to the Company to assist with the development and offerings of BNDRY ; and
- (d) The Shares are not being issued under an agreement between the Company and Mr. Israel.

6. RESOLUTIONS 6 TO 9 - ISSUE OF SHARES AS CONSIDERATION OF DIRECTORS' FEES

6.1. Background

The Company's Directors agreed to receive 25% of their directors' fees in Shares to assist in the Company's management of cash, and the remaining 75% in cash. The Shares will be issued at a deemed price of \$0.009 per Share, being the issue price for new shares to Arnott Park Investments Pty Ltd (see Resolution 4 for further details).

Resolutions 6 to 9 seek Shareholder approval to issue 4,592,301 Shares, as consideration for \$41,330.71 in outstanding amounts due to Directors for the period

1 October 2024 to 1 October 2025, with 2,083,333 Shares to be issued to Mr. Tim Phillips, 332,289 Shares to be issued to Mr. Michael Kotowicz, 1,172,346 Shares to be issued to Mr. Simon Griffin and 1,004,333 Shares to be issued to Mr. Reece O'Connell.

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 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 shareholders.

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 6, 7, 8 and 9 seek Shareholder approval for the issue of Shares to Directors under and for the purposes of ASX Listing Rule 10.11.

6.2. Technical information required by ASX Listing rule 14.1A

If Resolutions 6, 7, 8 and 9 are passed, Identitii will be able to issue 4,592,301 Shares to Directors and former Directors (or their nominees) as part consideration to extinguish a debt of \$41,330.71 for directors' fees payable. In addition, the issue will be excluded from the Company's 15% limit under ASX Listing Rule 7.1.

If Resolutions 6, 7, 8 and 9 are not passed, the proposed issue of Shares to Directors and former Directors will not proceed and the Company will need to pay the fees owing to them (\$41,331) in cash.

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 Messrs. Phillipps, Kotowicz, Griffin and O'Connell could constitute giving a financial benefit and Messrs. Phillipps, Kotowicz, Griffin and O'Connell 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 5 to 8 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.

6.4. 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 6, 7, 8 and 9:

- (a) the Shares are to be issued to Mr. Tim Phillipps (or his nominee), Mr. Michael Kotowicz (or his nominee), Mr Simon Griffin (or his nominee) and Mr. Reece O'Connell (or his nominee), each a related party of the Company for the purposes of ASX Listing Rule 10.11.1 by virtue of being Directors or former Directors (within the last six month);
- (b) 2,083,333 Shares to be issued to Mr. Tim Phillipps, 332,289 Shares to be issued to Mr. Michael Kotowicz, 1,056,604 Shares to be issued to Mr. Simon Griffin and 888,592 Shares to be issued to Mr. Reece O'Connell (4,360,819 Shares in total). The Shares to be issued will be 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 the Meeting and no later than one month after the Meeting;
- (d) the Shares will be issued at a deemed issue price of \$0.009 per Share;
- (e) No funds will be raised from the issue of Shares, but rather to extinguish a debt of directors' fees payable;
- (f) The Chair, Mr. Tim Phillips, receives annual fees of \$75,000 per annum, while the Non-Executive Directors receive \$50,000 per annum (while appointed as directors of the Company).

7. RESOLUTION 10 - ISSUE OF SHARES TO MR. JOHN RAYMENT

7.1. Background

Resolution 10 seeks Shareholder approval under and for the purposes of ASX Listing Rule 10.11 to issue 2,000,000 Shares to the Chief Executive Officer (CEO) and Managing Director, Mr. John Rayment, as an incentive bonus for the successful delivery of the Cherryhub partnership and the subsequent signing of proof-of-concept agreements with some of Australia's largest clubs, validating the strategy to address the gaming and hospitality market opportunity.

An overview of ASX Listing Rule 10.11 is detailed in section 5.4 above.

7.2. Technical information required by ASX Listing rule 14.1A

If Resolution 10 is passed, Identitii will be able to issue 2,000,000 Shares to Mr John Rayment (or his nominee) as an incentive bonus. In addition, the issue will be excluded from the Company's 15% limit under ASX Listing Rule 7.1.

If Resolution 10 is not passed, the proposed issue of Shares to Mr. Rayment will not proceed and the Board may consider alternative incentive bonus such as cash.

7.3. 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 10:

- 
- (a) the Shares are to be issued to Mr. John Rayment (or his nominee), a related party of the Company for the purposes of ASX Listing Rule 10.11.1 by virtue of being a Director of the Company;
 - (b) 2,000,000 Shares to be issued on the same terms and conditions as the Company's existing Shares;
 - (g) the Shares are expected to be issued as soon as possible following the Meeting and no later than one month after Meeting;
 - (h) the Shares will be issued for nil consideration;
 - (i) No funds will be raised from the issue of the Shares;
 - (j) The CEO's total remuneration for FY25 was \$462,841 comprising a base of \$335,000 plus superannuation, other long term benefits and share based payments.

8. RESOLUTION 11 - APPROVAL FOR ADDITIONAL SHARE PLACEMENT CAPACITY

8.1. General

ASX Listing Rule 7.1A enables an eligible entity to issue equity securities up to 10% of its issued capital through placements over a 12-month period after the annual general meeting (**Additional Placement Capacity**). The Additional Placement Capacity is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1.

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 11 seeks Shareholder approval by way of special resolution for Identitii to have the additional 10% capacity provided for in ASX Listing Rule 7.1A

A *special resolution* requires approval of at least 75% of the votes cast by Shareholders eligible to vote to be in favour of the resolution.

8.2. Technical information required by ASX Listing Rule 14.1A

If Resolution 11 is passed, Identitii will be able to access the additional 10% capacity allowing it to issue equity securities up to the combined 25% limit in ASX Listing Rules 7.1 and 7.1A.

If Resolution 11 is not passed, Identitii will not be able to access the additional 10% capacity provided for in ASX Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities in ASX Listing Rule 7.1.

8.3. Technical information required by ASX Listing Rule 7.3A

In accordance with ASX Listing Rule 7.3A, the following information is provided in relation to Resolution 10:

- (a) The equity securities will be issued at an issue price of not less than 75% of the volume weighted average price for securities in that class, calculated over 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; 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.
- (b) The issue of equity securities under the Additional Placement Capacity may result in economic and voting dilution to existing 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 potential 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:

- 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
- 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)	\$0.0045 50% decrease in Issue Price	\$0.009 Issue Price	\$0.0135 50% Increase in Issue Price
778,013,545 (Current number of Shares on Issue)	10% Voting Dilution	77,801,355 Shares	77,801,355 Shares	77,801,355 Shares
	Funds Raised	\$350,106	\$700,212	\$1,050,318
1,167,020,318 (50% increase in Shares on Issue)	10% Voting Dilution	116,702,032 Shares	116,702,032 Shares	116,702,032 Shares
	Funds Raised	\$525,159	\$1,050,318	\$1,575,477
1,556,027,090 (100% increase in Shares on Issue)	10% Voting Dilution	155,602,709 Shares	155,602,709 Shares	155,602,709 Shares
	Funds Raised	\$700,212	\$1,400,424	\$2,100,637

The above table is based on the following assumptions:

- The number of shares on issue (variable “A”) is the number of Shares quoted on ASX as at 22 September 2025.
 - The issue price of \$0.009 is the closing price of Shares on ASX on 22 September 2025.
 - 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 does not show an example of dilution that may be caused to a particular Shareholder by reason of a placement under the Additional Placement Capacity, based on that Shareholder’s holding at the date of the Annual General Meeting.
 - 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 consists only of Shares.
- (c) 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 Shareholders of a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking) (10% Placement Period).
- (d) Equity securities will be issued for cash consideration only, and the funds raised will be used:
- for the development of the Company’s new and existing products and services;
 - for the acquisition of new assets or investments (including assets associated with such acquisition);
 - to fund working capital.
- (e) 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 capital raising, and the allottees under the Additional Placement Capacity have not yet been determined, but if such an exercise was undertaken, the allottees may include existing 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.

- (f) Identitii sought Shareholder approval for the Additional Placement Capacity at its 2024 Annual General Meeting. The Company confirms that no equity securities were issued under ASX Listing Rule 7.1A.2 during the 12 months preceding the date of this Meeting.
- (g) If the Company issues equity securities pursuant to the Additional Placement Capacity, it will comply with the disclosure obligations under ASX Listing Rules 3.10.3 and 7.1A.4.

9. RESOLUTION 12 – REPLACEMENT CONSTITUTION

9.1. General

A company may modify or repeal its constitution or a provision of its constitution by special resolution of shareholders.

Resolution 12 is a special resolution which will enable the Company to repeal its existing Constitution and adopt a new constitution (Proposed Constitution) which is of the type required for a listed public company limited by shares updated to ensure it reflects the current provisions of the Corporations Act and ASX Listing Rules.

A summary of the proposed material changes is set out in Section 5.2 below.

A copy of the Proposed Constitution is available for review by Shareholders at the Company's website <https://www.identitii.com/legal/governance> and at the office of the Company. A copy of the Proposed Constitution can also be sent to Shareholders upon request to the Company Secretary (+61 411 764 556). Shareholders are invited to contact the Company if they have any queries or concerns.

9.2. Summary of material proposed changes

Restricted securities (Clause 2.13)	The Proposed Constitution complies with the changes to ASX Listing Rule 15.12 which took effect from 1 December 2019. As a result of these changes (and pursuant to ASX Compliance Update 01/24), ASX requires the Company to issue holders of restricted securities and their controllers (such as related parties, promoters, substantial holders, service providers and their associates) restriction notices in the form of Appendix 9C advising them of the restriction.
Minimum securities holding (Clause 3)	Clause 3 of the Constitution outlines how the Company can manage securityholdings which represent an "unmarketable parcel" of securities, being a securityholding that is less than \$500 based on the closing

	price of the Company's securities on ASX as at the relevant time. The Proposed Constitution is in line with the requirements for dealing with "unmarketable parcels" outlined in the Corporations Act such that where the Company elects to undertake a sale of unmarketable parcels, the Company is only required to give one notice to holders of an unmarketable parcel to elect to retain their securityholding before the unmarketable parcel can be dealt with by the Company, saving time and administrative costs incurred by otherwise having to send out additional notices. Clause 3 of the Proposed Constitution continues to outline in detail the process that the Company must follow for dealing with unmarketable parcels.
Joint holders (Clause 9.8)	The ASX is considering replacement options for its Clearing House Electronic Subregister System (CHES). Due to complexities with the solution design, there is no current go-live date. To ensure compliance with any replacement CHES system, clause 9.8 of the Proposed Constitution provides that the number of registered joint holders of securities shall be as permitted under the ASX Listing Rules and the ASX Settlement Operating Rules.
Capital reductions (Clause 10.2)	The Proposed Constitution now permits sales of unmarketable parcels to a sale nominee(s) as part of a capital reduction.
Use of technology (Clause 14)	The Proposed Constitution includes a provision to permit the use of technology at general meetings (including wholly virtual meetings) to the extent permitted under the Corporations Act, ASX Listing Rules and applicable law.
Closing date for Director nominations (Clause 15.3)	In December 2019, ASX amended ASX Listing Rule 3.13.1 to provide that companies must release an announcement setting out the date of its meeting and the closing date for nominations at least 5 business days before the closing date for the receipt of such nominations. The closing date period under clause 15.3 of the Proposed Constitution has been amended to at least 30 business days (previously it was 40 business days).
Dividends (Clause 23)	Section 254T of the Corporations Act provides that a company must not pay a dividend unless: - the company's assets exceed its liabilities immediately before the dividend is declared and the excess is sufficient for the payment of the dividend; (a) the payment of the dividend is fair and reasonable to the company's shareholders as a whole; and (b) the payment of the dividend does not materially prejudice the company's ability to pay its creditors.

The Proposed Constitution reflects the requirements of s254T of the Corporations Act.

9.3. Insertion of partial (proportional) takeover provisions

Overview	A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares. Pursuant to section 648G of the Corporations Act, an entity may include a provision in its constitution whereby a proportional takeover bid for shares may only proceed after the bid has been approved by a meeting of shareholders held in accordance with the terms set out in the Corporations Act. In accordance with section 648G(1) of the Corporations Act, such clause will cease to apply at the end of three years from the incorporation of the Company, insertion of the clause or renewal of the clause (as appropriate) unless otherwise specified. When this clause ceases to apply, the constitution will be modified by omitting the clause. A company may renew its proportional takeover approval provisions in the same manner in which a company can modify its constitution (i.e., by special resolution of shareholders). This Resolution will enable the Company to modify its Constitution by re-inserting proportional takeover provisions into the Proposed Constitution in the form of clause 37.
Effect of proposed proportional takeover provisions	Where offers have been made under a proportional off-market bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional off-market bid is prohibited unless and until a resolution to approve the proportional off-market bid is passed.
Reasons for proportional takeover provisions	A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. These amended provisions allow Shareholders to decide whether a proportional takeover bid is acceptable in principle, and assist in ensuring that any partial bid is appropriately priced.

Knowledge of any acquisition proposals	As at the date of this Notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.
Potential advantages and disadvantages of proportional takeover provisions	The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted. The potential advantages of the proportional takeover provisions for Shareholders include: the right to decide by majority vote whether an offer under a proportional takeover bid should proceed; (c) assisting in preventing Shareholders from being locked in as a minority; (d) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and (e) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid. The potential disadvantages of the proportional takeover provisions for Shareholders include: proportional takeover bids may be discouraged; (f) lost opportunity to sell a portion of their Shares at a premium; and (g) the likelihood of a proportional takeover bid succeeding may be reduced.
Recommendation of the Board	The Directors do not believe the potential disadvantages outweigh the potential advantages of adopting the proportional takeover provisions and as a result consider that the proportional takeover provision in the Proposed Constitution is in the interest of Shareholders and unanimously recommend that Shareholders vote in favour of this Resolution.

GLOSSARY

\$ 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.



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, 25 November 2025.**

🖥 TO APPOINT A PROXY ONLINE

📱 BY SMARTPHONE

STEP 1: VISIT <https://www.votingonline.com.au/id8agm2025>

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 Tuesday, 25 November 2025.** 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/id8agm2025>
- 📠 **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 **Meeting Room A, The Commons, 285A Crown Street, Surry Hills NSW 2010 on Thursday, 27 November 2025 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 5 - 9, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 1 and 5 - 9 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 5 - 9). 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*
Res 1	Remuneration Report	☐	☐	☐	Res 7	Approval of Share Issue to Mr. Michael Kotowicz	☐	☐	☐
Res 2	Re-election of Mr. Tim Phillipps	☐	☐	☐	Res 8	Approval of Share Issue to Mr Simon Griffin	☐	☐	☐
Res 3	Election of Mr. Michael Kotowicz	☐	☐	☐	Res 9	Approval of Share Issue to Mr. Reece O'Connell	☐	☐	☐
Res 4	Ratification of Prior Share Issue	☐	☐	☐	Res 10	Approval of Share Issue to Mr. John Rayment	☐	☐	☐
Res 5	Approval of Share Issue to Mr. Mike Israel	☐	☐	☐	Res 11	Approval for Additional Share Placement Capacity (Special Resolution)	☐	☐	☐
Res 6	Approval of Share Issue to Mr. Tim Phillipps	☐	☐	☐	Res 12	Replacement Constitution	☐	☐	☐

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 / / 2025