

ASX Announcement

1 November 2024

Notification to Ineligible Shareholders

Novatti Group Limited (ASX:NOV) (Novatti or Company), is pleased to advise that its partially underwritten 1 for 3 pro rata non-renounceable entitlement offer (**Entitlement Offer**), that was announced on Friday, 11 October 2024, opens today. The Entitlement Offer is made under the prospectus lodged by the Company with ASIC and ASX on Thursday, 24 October 2024 (**Prospectus**).

Enclosed is a letter to be despatched today to Ineligible Shareholders (as defined in the Prospectus) in connection with the Entitlement Offer.

For further information on the Entitlement Offer, please call the Company's share registry on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) at any time between 8.30am and 7.00pm (Melbourne time), Monday to Friday. Alternatively, you should contact your broker, solicitor, accountant, financial adviser or other professional adviser.

Novatti invites investors to keep up-to-date with company news, events and industry research by joining the Novatti mailing list at <https://www.novatti.com/subscribe>

Investors can view all Novatti announcements at: <https://www.novatti.com/asx-announcements>

This announcement has been approved for release by Chairman Peter Pawlowitsch and CEO Mark Healy.

For further information, contact:

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Novatti Group Limited
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About Novatti Group Limited (ASX:NOV)

Novatti is a leading fintech that enables businesses to pay and be paid from any device, anywhere. From corner stores and start-ups to global organisations, our solutions will unlock your ambitions. Solutions include acquiring, billing, issuing, and processing.

For personal use only

Important Notices

Some of the statements appearing in this announcement may be in the nature of forward looking statements. You should be aware that such statements are only predictions and are subject to inherent risks and uncertainties. Those risks and uncertainties include factors and risks specific to the industries in which Novatti operates and proposes to operate as well as general economic conditions, prevailing exchange rates and interest rates and conditions in the financial markets, among other things. Actual events or results may differ materially from the events or results expressed or implied in any forward looking statement. No forward looking statement is a guarantee or representation as to future performance or any other future matters, which will be influenced by a number of factors and subject to various uncertainties and contingencies, many of which will be outside of Novatti's control. Novatti does not undertake any obligation to update publicly or release any revisions to these forward looking statements to reflect events or circumstances after today's date or to reflect the occurrence of unanticipated events. No representation or warranty, express or implied, is made as to the fairness, accuracy, completeness or correctness of the information, opinions or conclusions contained in this announcement. To the maximum extent permitted by law, none of Novatti, its directors, employees, advisors or agents, nor any other person, accepts any liability for any loss arising from the use of the information contained in this announcement. You are cautioned not to place undue reliance on any forward looking statement. The forward looking statements in this announcement reflect views held only as at the date of this announcement. This announcement is not an offer, invitation or recommendation to subscribe for, or purchase, securities by Novatti. Nor does this announcement constitute investment or financial product advice (nor tax, accounting or legal advice) and is not intended to be used for the basis of making an investment decision. Investors should obtain their own advice before making any investment decision. By reviewing or retaining this announcement, you acknowledge and represent that you have read, understood and accepted the terms of this important notice.

1 November 2024

Dear Shareholder

Non-Renounceable Entitlement Offer - Notification to Ineligible Shareholders

Pursuant to the prospectus lodged with ASX and ASIC on 24 October 2024 (**Prospectus**), Novatti Group Limited (ACN 606 556 183) (**ASX:NOV**) (**Novatti** or **Company**) is undertaking a partially underwritten pro-rata non-renounceable entitlement offer (**Entitlement Offer**) of new fully paid ordinary shares in Novatti (**New Shares**) on a 1 for 3 basis, at an issue price of \$0.04 per New Share to raise approximately \$5.4 million (before costs). In addition, the Company is undertaking a two tranche placement to sophisticated and professional investors to raise approximately \$4.0million (before costs) (**Placement**) (together, the **Offers**). The second tranche of the Placement is subject to shareholder approval.

For every New Share subscribed for under the Capital Raising, investors will receive a free attaching option on a 1 for 1 basis exercisable at \$0.064 and expiring on 31 December 2027 (**Attaching Options**). Attaching Options are subject to shareholder approval. The Company will seek to list the Attaching Options on ASX as a new class of quoted security for the Company, subject to ASX approval.

GBA Capital Pty Ltd (**GBA Capital**) has agreed to partially underwrite the Entitlement Offer for approximately \$3 million and GBA Capital and Ord Minnett Limited have been engaged as the joint lead managers and joint bookrunners to the Offers.

This letter is to inform you about the Entitlement Offer and to explain why you will not be able to subscribe for New Shares under the Entitlement Offer. This letter is not an offer to issue New Shares to you, nor an invitation to you to apply for New Shares. You are not required to do anything in response to this letter.

Eligibility Criteria

Shareholders who are eligible to participate in the Entitlement Offer (**Eligible Shareholders**) are those persons who:

- (a) are entered on the Company's share register at 7.00pm (Melbourne time) on Tuesday, 29 October 2024 (**Record Date**);
- (b) have a registered address in Australia or New Zealand as noted on the Company's share register;
- (c) are not in the United States and are not a person (including nominees or custodians) acting for the account or benefit of a person in the United States; and
- (d) are eligible under all applicable securities laws to receive an offer under the Entitlement Offer.

Novatti has determined, pursuant to section 9A(3) of the Corporations Act 2001 (Cth) (**Corporations Act**) and ASX Listing Rule 7.7.1(a), and having regard to a range of factors, that it would be unreasonable on this occasion to make offers to shareholders under the Entitlement Offer in all countries outside Australia or New Zealand. This is due to the legal and regulatory requirements in countries other than Australia or New Zealand, and the potential costs to Novatti of complying with these requirements, compared with the relatively small number of shareholders in those countries, the relatively small number of existing fully paid ordinary shares in Novatti they hold and the relatively low value of New Shares for which those shareholders would otherwise be entitled to subscribe.

Unfortunately, according to our records, you do not satisfy the eligibility criteria for an Eligible Shareholder as stated above. Accordingly, in compliance with ASX Listing Rule 7.7.1(b) and section 9A(3) of the Corporations Act, Novatti wishes to advise you that it will not be extending the Entitlement Offer to you and you will not be able to subscribe for New Shares under the Entitlement Offer. You will not be sent the documents relating to the Entitlement Offer or be able to subscribe for New Shares under the Entitlement Offer.

Nominee

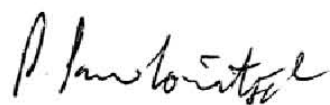
The Company appointed Ord Minnett Limited as nominee for the purposes of section 615 of the Corporations Act to sell the New Shares, which would otherwise be issued to ineligible shareholders.

Further information

If you have any questions in relation to the above matters, please call the Company's share registry on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) at any time between 8.30am and 7.00pm (Melbourne time), Monday to Friday. For other questions, you should consult your broker, solicitor, accountant, financial adviser or other professional adviser.

On behalf of Novatti, we regret that you are not eligible to participate in the Entitlement Offer and thank you for your continued support.

Yours faithfully
Novatti Group Limited



Peter Pawlowitsch
Chairman and Non-Executive Director