

iSignthis Limited

ACN 075 419 715

NOTICE OF GENERAL MEETING

THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR ATTENTION

If you are in any doubt as to the contents of this document or how to deal with it, please consult your financial or other professional adviser.

The annual general meeting will be held:

- at **456 Victoria Parade, East Melbourne VIC 3002**
- on **Tuesday 12 October 2021 at 4.00pm (AEDT)**
- Due to COVID-19 and restricted travel requirements that can be operating at any time, attendee registration will be by weblink below which will be available up to 4.00pm (AEDT) Sunday 10 October 2021. You will need your Security Holder Number (SRN/HIN), name and email address to register. <https://bit.ly/3mwPBxM>

You can vote by:

- attending and voting online at the meeting; or
- appointing someone as your proxy to attend and vote at the meeting on your behalf, by completing and returning the proxy form to the Company in the manner set out in the proxy form accompanying this notice of meeting. The proxy form (and any power of attorney under which it is signed) must be received by the Company no later than **4.00pm (AEDT) on Sunday 10 October 2021**. Any proxy form received after that time will not be valid for the meeting.

iSignthis Limited
ACN 075 419 715
(Company)

Notice of General Meeting

The general meeting of the Shareholders of the Company (**Meeting**) will be held:

- at **4.00pm (AEDT)**
- on **Tuesday 12 October 2021**
- at **456 Victoria Parade, East Melbourne VIC 3002**
- Due to COVID-19 and restricted travel requirements that can be operating at any time, attendee registration will be by weblink below which will be available up **to 4.00pm (AEDT) Sunday 10 October 2021**. You will need your Security Holder Number (SRN/HIN), name and email address to register. <https://bit.ly/3mwPBxM>

Terms and abbreviations used in this Notice and Explanatory Statement are defined in Section 16 'Definitions' of the Explanatory Statement.

1. Resolution

Resolution - Equal Reduction of Capital

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

'THAT, for the purposes of sections 256B and 256C(1) of the Corporations Act, ASX Listing Rule 10.1 and for all other purposes, approval is given for the capital of the Company to be reduced by the Company making a pro-rata in-specie distribution of approximately 110,079,450 ordinary shares in ISX Financial EU Plc to all holders of ordinary shares in the Company at the Record Date (being the date of this meeting), on the terms and conditions set out in the Explanatory Statement accompanying the notice of this meeting.'

Please refer to the attached Explanatory Statement for further information on the proposed Resolution.

2. Voting restriction

The Company will disregard any votes cast in favour of the Resolution by Select All Enterprise Limited, being a person with a 10% or greater shareholding in the Company, or an associate of that person.

However, the Company need not disregard a vote on the Resolution 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, in accordance with the direction on the proxy form to vote as the proxy decides.

3. Voting entitlement

The Company has determined, in accordance with Regulation 7.11.37 of the *Corporations Regulations 2001*, that the Shares quoted on ASX at 7.00 pm (AEDT) on Sunday 10 October 2021 will be taken for the purpose of the Meeting to be held by the persons who held them at that time. Accordingly, those persons will be entitled to attend and vote (if not excluded) at the Meeting.

4. How to vote

Shareholders entitled to vote at the Meeting may vote by attending the Meeting online, by attorney or proxy or, in the case of corporate Shareholders, by a corporate representative.

5. Voting in person or by attorney

Shareholders or their attorneys wishing to vote in person should attend the Meeting online. Persons are asked to access the weblink at least 10 minutes prior to the time the Meeting is to commence, so that their Shareholding may be checked against the register and their attendance recorded. Shareholders intending to attend the Meeting by attorney must ensure that they have, not later than 48 hours prior to the time the Meeting is to commence, provided the original or a certified copy of the power of attorney to the Company, in the same manner prescribed below for the giving of proxy forms to the Company.

6. Voting by proxy

- (a) Shareholders wishing to vote by proxy must complete, sign and deliver the enclosed personalised proxy form or forms, in accordance with the instructions on the form, prior to 4.00pm (AEDT) on Sunday 10 October 2021 by:

Post to: Computershare Investor Services Pty Limited, GPO Box 242,
Melbourne, VIC 3001

Hand delivery to: iSignthis Ltd, 456 Victoria Parade, East Melbourne, Victoria 3002

Fax to: Facsimile number +61 3 8640 0953

Online: Register or login in and follow the prompts to lodge your vote – see
proxy form for further information

- (b) A Shareholder who is entitled to vote at the Meeting may appoint:

one proxy if the Shareholder is only entitled to one vote; or

one or two proxies if the Shareholder is entitled to more than one vote.
- (c) If a Shareholder appoints one proxy, that proxy may vote on a poll. If a Shareholder appoints two proxies, neither proxy may vote on a poll.
- (d) Where the Shareholder appoints two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not do so, each proxy may exercise one-half of the votes, and any fraction of votes will be disregarded.
- (e) A proxy need not be a Shareholder of the Company. In the case of joint holders, all should sign the proxy form. In the case of corporations, proxies must be executed in accordance with the *Corporations Act 2001* (Cth).
- (f) To be valid, a proxy form signed under a power of attorney must be accompanied by the signed power of attorney, or a certified copy of the power of attorney.
- (g) If the abstention box on the proxy form for the item of business is marked, the proxy will be directed not to vote on a poll and the relevant shares will not be counted in calculating the required majority on a poll. If no box is marked, the proxy will not be directed as to how to vote and may vote as he or she thinks fit.
- (h) If the proxy form is signed by the Shareholder but does not name the proxy or proxies in whose favour it is given, or the proxy does not attend the Meeting, the Chairman of the Meeting will act as proxy.
- (i) If you require an additional proxy form, the Company will supply it on request.

7. How the chair of the meeting will vote undirected proxies

The Chairman of the Meeting will vote undirected proxies on, and in favour of, all the proposed Resolution.

Please note that if you appoint the Chairman of the Meeting as your proxy, you can direct the Chairman to vote for or against or abstain from voting on the Resolution.

8. Voting by corporate representative

Corporate Shareholders wishing to vote by corporate representative should:

- (a) obtain an appointment of corporate representative form from the Registry;
- (b) complete and sign the form in accordance with the instructions on it; and
- (c) email the completed form to demerger@isignthis.com.au by 4.00pm (AEDT) on Sunday 10 October 2021.

DATED: 14 September 2021

By order of the Board.

A handwritten signature in black ink, reading "E. Warrell". The signature is written in a cursive, slightly stylized font.

Elizabeth Warrell
Company Secretary



"Your Identity Secured, your payments made Safe"

ABN 93 075 419 715

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **4:00pm (AEDT) on Sunday, 10 October 2021**.

Proxy Form

How to Vote on the Item of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite the item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of iSignthis Limited hereby appoint

the Chairman
of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of iSignthis Limited to be held virtually on Tuesday, 12 October 2021 at 4:00pm (AEDT) and at any adjournment or postponement of that meeting.

Step 2 Item of Business

PLEASE NOTE: If you mark the **Abstain** box for the item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Equal Reduction of Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of the item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on the resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

