27 May 2025 **ASX ANNOUNCEMENT**

Gratifii Completes $1.7 Million Institutional Placement

Gratifii Limited (ASX:GTI) **(Gratifii** or the **Company)** is pleased to announce that the Company has successfully completed an institutional placement **(Placement)** to raise A$1.7 million through the issue of 20 million fully paid ordinary shares **(New Shares)** at an issue price of A$0.085 per share, a premium of 0.72% on the 15 day Volume Weighted Average Price (VWAP) on market close from the 23 May 2025.

Funds raised from the Placement will be allocated towards additional technology development in relation to new customer development work and general working capital.

Commenting on the capital raising, Gratifii's CEO and Managing Director, Iain Dunstan, said:

"This successful placement provides the Company with additional capital to continue the onboarding of newly signed clients and fund our expanded technology road map across our 80+ mid-to-top tier enterprises who rely on GTI for their rewards and incentive programs. We are pleased with the continued support from existing shareholders, allowing Gratifii to continue its growth focus."

Stralis Capital Partners Pty Ltd acted as the Lead Manager for the Placement.

Placement

- The Company will issue a total of 20 million New Shares using the Company's existing capacity. 1,886,923 under Listing Rule (LR) 7.1 and 18,113,077 under LR 7.1A placement capacity.
- The Company will pay fees to the Lead Manager of 6%+ GST on funds raised. In addition to their lead manager fees the Company has agreed, subject to shareholder approval to issue the Lead Manager 3,000,000 options with a strike price of $0.17 and an expiry of 1 June 2028 **(Lead Manager Options)**. The material terms of the Lead Manager Options are provided in Appendix 1

Outlook

The Company continues to track towards its FY26 pro-forma revenue target of ~$84 million.

GTI confirms that this announcement has been approved by the Board of Directors of Gratifii.

Ben Newling
Company Secretary

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About Gratifii Limited

Gratifii Limited (ASX:GTI) is an ASX listed company transforming the way that rewards and incentives are managed and delivered. Our single platform is a complete solution offering affordable, market-leading functionality and configurability. Over 80+ mid-to-top tier brands rely on Gratifii for their rewards and incentives across Australia, New Zealand, and Southeast Asia.

To learn more, visit: www.gratifii.com.

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Appendix 1 – Terms and Conditions of Lead Manager Options

The Lead Manager Options (Options) entitle the holder to subscribe for Shares on the following terms and conditions:

a. Each Option gives the Optionholder the right to subscribe for one Share. TO obtain the right given by each Option, the Optionholder must exercise the Options in accordance with the terms and conditions of the Options.

b. An Optionholder shall be entitled to attend any meeting of the members of GTI, but is not entitled to vote at any meeting of the members of GIT unless they are, in addition to being an Optionholder, a member of GTI

c. The Options will expire at 5:00pm (AEST) on 1 June 2028 **(Expiry Date).** Any Option not exercised by the Expiry Date will automatically lapse on the Expiry Date

d. The amount payable upon exercise of each Option will be AUD$0.17 **(Exercise Price)**

e. The Options held be each Optionholder may be exercised in whole or in part

f. An Optionholder may exercise their Option by lodging with GTI, before the Expiry Date:
   i. A written notice of exercise of Options specifying the number of Options being exercised; and
   ii. An electronic funds transfer of the Exercise Price in respect of the number of Options being exercised

   (Exercise Notice)

g. An Exercise Notice is only effective when GTI has received the full amount of the Exercise Price in cleared funds

h. Within 5 days of receipt of the Exercise Notice accompanied by the Exercise Price, GTI shall
   i. Allot the number of Shares required under the terms and conditions respect of the number of Options specified in the Exercise Notice
   ii. Record the Optionholder as the holder of those Shares in its register of members; and
   iii. Deliver holding statements in respect of those Sharese to the Optionholder
   iv. All shares allotted upon the exercise of options will upon allotment rank pari passu in all respects of other Shares

i. The Options are not transferrable

j. The Options do not entitle the Optionholder to any dividend or distribution rights or any rights on liquidation or winding up GTI

k. GTI will not apply for quotation of the Options on the ASX

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l. GTI will apply for quotation of all Shares allotted pursuant to the exercise of Options on ASX within three business days after the date of allotment of those Shares

m. If at any time the issued capital of GTI is reconstructed, all rights of an Optionholder will be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction

n. There are no participating rights or entitlements inherent in the Options and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, GTI will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least seven Business Days after the issue is announced.

o. In the event GTI proceeds with a pro-rata issue (except a bonus issue) of securities to Shareholders after the date of issue of the Options, the exercise price of the Options may be reduced in accordance with the formula set out in ASX Listing Rule 6.22.2

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