

Findi undertakes \$9.5 million Loan Note raising

Key Highlights

Findi has undertaken a \$9.5 million capital raise through the issue of Loan Notes to professional and sophisticated investors.

Funds will be used to accelerate the BC Maxx rollout in partnership with the Central Bank of India and for the continued expansion of the Brown Label ATM fleet.

Digital payments and financial services provider Findi Limited (ASX: FND) (**Findi** or the **Company**) is pleased to announce that it has secured commitments to invest \$9.5 million from professional and sophisticated investors.

Each Loan Note has an interest rate of 10% per annum, a maturity date of 31 August 2027 and is secured over the assets of the Company.

The Loan Notes are not convertible into shares. However, the Company will issue four unlisted options for every 17 Loan Notes subscribed for (**Options**). The maximum number of Options to be issued in connection with the Loan Notes is 2,352,941 Options. Each Option has an exercise price of \$4.25.

Details of the Loan Note terms and Option terms are set out in **Schedule 1** of this Announcement.

The Company will issue the Options to investors shortly after the issue of the Loan Notes.

Proceeds from the issue of Loan Notes will be used to accelerate the BC Maxx Centre model in partnership with the Central Bank of Indiaⁱ and for the continued expansion of Transaction Solutions International (India) Pvt Ltd Brown Label ATM (**BLA**) fleet.

Findi Executive Chairman Mr Nicholas Smedley said: “The successful financing of these Loan Notes will provide the Company with funding required to progress with the listing of TSI in India and progressing with other growth opportunities for TSI.”

An Appendix 3B will be released on ASX today providing details of the proposed Options to be issued.

Authorised for release by the Board of Findi Limited.

Investor Enquires

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Schedule 1 – Terms of Loan Notes and Options

Face Value of each Loan Note	\$1.00
Interest rate	<p>The interest rate is either:</p> <p>(a) 10% p.a.; or</p> <p>(b) in the event of default, 20%.</p>
Maturity Date	31 August 2027
Redemption	<p>The Loan Notes (including any accrued interest) will be repaid on the earlier of:</p> <p>(a) the occurrence of an insolvency event;</p> <p>(b) the occurrence of an event of default; and</p> <p>(c) the maturity date (unless voluntarily repaid earlier by the Company),</p> <p>upon which, the Loan Notes will be redeemed and automatically cancelled.</p> <p>Additionally, the Company may immediately redeem all Notes by immediate payment of the Face Value and unpaid interest at any time prior to the Maturity Date.</p>
Security	The Loan Notes are secured by a general security deed entered into between the Company and a corporate security trustee, holding the benefit of the security on behalf of the Loan Note holders.
Options	<p>Subject to compliance with ASX Listing Rules, the Company will offer 4 options for every 17 Notes successfully subscribed for by the Loan Note holders (Options).</p> <p>The terms of the Options are as follows:</p> <p>(a) Entitlement: Each Option entitles the holder to subscribe for one Share upon payment of the Exercise Price.</p> <p>(b) Exercise Price: \$4.25.</p> <p>(c) Expiry Date and Exercise Period: Each Option may be exercised up to 2 years from the issue date and will be automatically extended for an additional 6 months if the initial public offering of Transaction Solutions International (India) Pvt Limited, does not occur by the end of the initial 2-year period. In the event of a takeover of the Company or the sale of its main undertaking, all Options will be exercisable on the date the takeover, merger or sale is completed.</p> <p>(d) Exercise: Each Option may be exercised by providing the Company with a written notice of intention to exercise the</p>

- relevant Options. Options must be exercised for a minimum of \$100,000 (or the total number of Options, if lesser).
- (e) **Shares:** Shares issued on the exercise of the Options will rank equally with the then Shares of the Company.
 - (f) **Lapse:** Any Option not exercised prior to the expiry date or cancelled in accordance with the terms of the Options will automatically lapse.
 - (g) **Quotation:** The Options will be unlisted and no quotation will be sought from ASX for the Options.
 - (h) **Rights:** The Options do not grant the holder any participation rights in new share issues, nor any rights to dividends or to vote in general meetings (subject to any voting rights under the Corporations Act and ASX Listing Rules which cannot be excluded).
 - (i) **Reorganisation:** In the event of a reorganisation of the capital of the Company, the rights attaching to each Option will be changed to the extent necessary to comply with the ASX Listing Rules.
 - (j) **Transfer:** The Options are only transferable with the written consent of the Company, not unreasonably withheld.
 - (k) **Amendments:** The Options may be amended as necessary to comply with the ASX Listing Rules.
 - (l) **Other terms:** No Options (or any Shares on exercise of the Options) must be issued or allotted if it would contravene the Corporations Act or any other laws.

¹ ASX announcement dated 30 July 2025.