

Findi Board Transition and Strategic Business Review

Digital payments and financial services provider Findi Limited (**ASX: FND**) (**Findi** or the **Company**) today announced an orderly Board transition to support the Company's next phase of growth and strategic development.

Effective immediately, current Non-Executive Director Stephen Benton will assume the role of Non-Executive Chairman of Findi and join the TSI board as a Non-Executive Director. Mr Benton brings extensive leadership experience across listed and private companies, including significant executive and board experience within financial services and technology businesses.

As part of this planned transition, Nicholas Smedley will revert to a Non-Executive Director role and retain the chairmanship of Transaction Solutions International (TSI)

Mr Smedley will be directly involved in the continued growth of TSI and will focus on executing against plans for the IPO of the Indian business.

Mr Benton and Mr Smedley have worked closely together since Mr Benton's appointment to the Findi Board, and the Board believes the transition provides continuity of leadership while strengthening governance as the Company enters its next phase of development.

Further details regarding the revised arrangements for Mr Smedley and Mr Benton are set out in Appendix A. The Appendix A also includes an important disclosure in relation to the purchase of shares in Findi by Mr Smedley

Separately, the Board has commenced a strategic review of Findi's three operating business units and has engaged external advisers to support the process. The review is intended to optimise capital allocation across the Group, identify additional operating synergies and formalise the pathway toward securing a Payments Bank licence in India and progressing the Indian IPO.

The Board expects the review to be completed during over the next few months and the Company will update shareholders on any material outcomes in due course.

Authorised for release by the Board of Findi Limited.

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Appendix A – Director Arrangements and Remuneration Changes

In line with the change in responsibilities, Mr Smedley's remuneration will reduce from \$605,000 per annum to \$300,000 per annum, comprising \$100,000 for his role as Non-Executive Director of Findi and \$200,000 per annum for services provided to TSI. In addition, Mr Smedley will receive a one-off payment of \$150,000 payment in connection with the variation of his executive arrangements.

Mr Benton's remuneration will increase from \$100,000 per annum to \$250,000 per annum reflecting his appointment as Non-Executive Chairman.

The relevant agreements will be updated to reflect the revised roles and responsibilities for Mr Smedley and Mr Benton.

The Change of Director's Interests notice dated 8 May 2026 recorded the issue of 720,000 shares to Mr Smedley for total consideration of \$504,000. Of this amount, \$300,000 has been received to date. The balance will be satisfied through a combination of cash payments and the offset of monthly director fees, with full payment committed to by the end of August 2026. The delay in payment resulted from an unforeseen hold on the release of funds and was not related to the Company's operations or financial position.

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