ASX Announcement

10 July 2026

Letter to Shareholders, Notice of Meeting and Proxy Form in relation to General Meeting of Shareholders

Cluey Ltd (ASX:CLU) (**Cluey**) attaches a Letter to Shareholders, Notice of Meeting and Proxy Form, which are being distributed to shareholders today in relation to the General Meeting to seek shareholder approval for the Company's removal from the official list of the Australian Securities Exchange (ASX).

ENDS

Authorised for release to the ASX by the Company Secretary.

For enquiries please contact:

Mark Rohald
Executive Deputy Chairman
investor.relations@clueylearning.com

Greg Fordred
CFO & Company Secretary
investor.relations@clueylearning.com

About Cluey

Cluey is an innovative, ASX-listed Edtech company that combines education and technology to deliver quality education outcomes and an enhanced experience for students. Cluey provides curriculum aligned academic support for students in Australia and New Zealand. In addition, Cluey delivers co-curricular online, holiday camps and after-school programs in Australia through its wholly owned subsidiary, Code Camp. The Company has announced that Code Camp's UK operations will close by 31 August 2026. Cluey has a highly experienced management team and Board with a track record of building successful education businesses. Cluey is headquartered in Sydney.

10 July 2026

General Meeting – Letter to Shareholders

Cluey Ltd (ASX:CLU) (“CLU" or the “Company”) advises that a General Meeting of Shareholders will be held at 11.00am (AEST) on Thursday, 13 August 2026 at Level 31, 1 O’Connell Street, Sydney, NSW (**Meeting**). The purpose of the General Meeting is to seek shareholder approval for the Company’s removal from the official list of the Australian Securities Exchange (**ASX**), (the **Voluntary Delisting**).

In accordance with Part 1.2AA of the *Corporations Act 2001*, the Company will only be dispatching physical copies of the Notice of Meeting (**Notice**) to Shareholders who have elected to receive the Notice in physical form. The Notice is being made available to Shareholders electronically and can be viewed and downloaded online at the following link:

https://investorhub.clueylearning.com.au/

Alternatively, the Notice will also be available on the Company’s ASX market announcements page (ASX: CLU). Further information in relation to the proposed Voluntary Delisting from the ASX can be found in announcements dated 25 June 2026 and 30 June 2026.

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the Notice of Meeting. Shareholders may also request an email copy or a paper copy of the Notice of Meeting by emailing the Company at: investor.relations@clueylearning.com. Copies of all Meeting related material, including the Notice and Proxy Form, are available to download from the Company’s website and the Company's ASX market announcements platform.

To vote in person, attend the Meeting on the date and at the place set out above.

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://singleholding.automic.com.au/loginby following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on ‘View Meetings’ – ‘Vote’. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgement process please see the **Online Proxy Lodgement Guide** at https://www.automicgroup.com.au/virtual-agms/
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

The Chair intends to vote all open proxies in favour of Resolution 1.

Yours Faithfully,

Greg Fordred
Company Secretary

Cluey Ltd
Level 2
117 Clarence St
Sydney NSW 2000
ACN: 644 675 909

https://clueylearning.com.au/

Cluey Ltd

Notice of General Meeting

Explanatory Statement | Proxy Form

Thursday, 13 August 2026

11:00am AEST

Address
K&L Gates Office
Level 31
1 O'Connell Street
Sydney NSW 2000

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Date of issue: 10 July 2026

Contents

Important Information for Shareholders about the Company's NOM

This Notice is given based on circumstances as at 10 July 2026. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at https://clueylearning.com.au/. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Venue and Voting Information

The General Meeting to which this Notice of Meeting relates will be held at 11:00am AEST on Thursday, 13 August 2026 at Level 31, 1 O'Connell Street, Sydney NSW 2000.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company.

Questions must be submitted in writing to Greg Fordred at investor.relations@clueylearning.com at least 48 hours before the Meeting.

The Company will also provide Shareholders with the reasonable opportunity to ask questions during the Meeting that are relevant to the formal items of business as well as general questions in respect of the Company and its business.

Your vote is important

The business of the Meeting affects your shareholding and your vote is important. Resolution 1 is a special resolution (meaning that at least 75% of the votes cast must be cast in favour of this Resolution for it to be passed).

Voting in person

To vote in person, attend the Meeting on the date and place as set out above.

Voting by proxy

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://singleholding.automic.com.au/loginby following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgement process please see the **Online Proxy Lodgement Guide** at https://www.automicgroup.com.au/virtual-agms/
By post	Automic, GPO Box 5193, Sydney NSW 2001

By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Notice of General Meeting

Notice is hereby given that a General Meeting of Shareholders of Cluey Ltd, ACN 644 675 909, will be held at 11:00am AEST on Thursday, 13 August 2026 at Level 31, 1 O'Connell Street, Sydney NSW 2000 (**Meeting**).

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Meeting. The Explanatory Statement and the Proxy Form form part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 11:00am AEST on 11 August 2026.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Agenda

Delisting and Removal from Official List of ASX

1. **Resolution 1**– Approval of Delisting and Removal of CLU from the Official List of ASX

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"That, for the purposes of Listing Rule 17.11 and for all other purposes, Cluey Ltd be removed from the Official List of the ASX on a date to be determined by the ASX; and that the Directors be authorised to do all things reasonably necessary for the removal of the Company from the Official List of the ASX."

Note: Voting on Resolution 1 will be by special resolution. This means that to be approved, the resolution must be passed by at least 75% of the votes cast by shareholders of the Company entitled to vote on the Resolution 1 and who vote at the meeting in person or by proxy.

No voting exclusions apply to this Resolution 1.

The Chair intends to vote all available proxies in favour of Resolution 1.

10 July 2026

BY ORDER OF THE BOARD

Greg Fordred
Company Secretary

Cluey Ltd

(ASX:CLU) ACN 644 675 909

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the General Meeting to be held at 11:00am AEST on Thursday, 13 August 2026 at Level 31, 1 O'Connell Street, Sydney NSW 2000.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolution 1 in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolution 1 contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional adviser.

Full details of the business to be considered at the General Meeting are set out below.

Delisting and Removal from the Official List of ASX

Resolution 1 – Delisting and Removal of CLU from the Official List of ASX

For the purposes of Listing Rule 17.11, the Company seeks Shareholder approval for the removal of the Company from the Official List of the ASX.

Background

As announced by the Company on 25 June 2026, the Company has formally applied to the ASX to be removed from the Official List of the ASX under Listing Rule 17.11 (**Delisting**).

As is its usual practice, ASX has imposed a requirement under Listing Rule 17.11 and Guidance Note 33 *Removal of Entities from the ASX Official List*, that Cluey obtain Shareholder approval to its Delisting.

Resolution 1 seeks the required Shareholder approval to the Delisting under and for the purposes of the ASX Listing Rules and ASX's requirements.

If Resolution 1 is passed, Cluey will be able to proceed with the Delisting and the advantages of removal and delisting consequences (see below) will follow.

If Resolution 1 is passed, Cluey will offer holders of less than a marketable parcel of shares[1] the opportunity to participate in the Company's proposed 'Minimum Holding Buy-Back' (see below). This proposed buy-back will provide an opportunity for the holders of a less than marketable parcel to sell their shares back to the Company at the buy-back price without having to use a broker or pay brokerage.

If Resolution 1 is not passed, Cluey will not be able to proceed with the Delisting, Cluey will remain listed and be subject to the ASX Listing Rules and the remaining listed consequences (see below)

[1] Under the ASX Listing Rules, holdings of the Company's shares valued at less than $500 are considered to be less than marketable parcels of shares. The record date for determining holders who are eligible to participate in the Minimum Holding Buy-Back will be 7pm (Sydney time) on 13 August 2026.

will follow.

If Resolution 1 is not passed, Cluey will not proceed with the offer to conduct the Minimum Holding Buy-Back.

The Company will release announcements to the market after the conclusion of the General Meeting providing shareholders with an update on the results of the General Meeting and whether the proposed Minimum Holding Buy-Back will proceed.

Conditions imposed by the ASX under its confirmation decision

On 26 June 2026, ASX provided its confirmation decision that the ASX agrees to the removal of the Company from the Official List pursuant to Listing Rule 17.11 on a date to be determined by the ASX in consultation with the Company, subject to compliance with the following conditions:

(a) The request for removal of the Company from the Official List is approved by a special resolution of ordinary Shareholders of Cluey;

(b) The notice of general meeting seeking Shareholder approval for Cluey's removal from the Official List must include the following information, in form and substance satisfactory to ASX:

  (i) a timetable of key dates, including the time and date at which the Company will be removed from the Official List if that approval is given;

  (ii) a statement to the effect that the removal will take place no earlier than one month after Shareholder approval is obtained;

  (iii) a statement to the effect that if Shareholders wish to sell their shares on ASX, they will need to do so before the Company is removed from the Official List, and if Shareholders do not wish to sell their shares, details of the processes that will exist after the Company is removed from the Official List to allow holders to dispose of their holdings and how they access those processes; and

  (iv) all other information prescribed in section 2.11 of ASX Guidance Note 33.

(c) The removal of the Company from the Official List must not take place any earlier than one month after Shareholder approval is obtained so that Shareholders have at least that period to sell their securities on ASX should they wish to do so;

(d) The Company must apply for its securities to be suspended from quotation at least two business days before its proposed removal date; and

(e) The Company releases the full terms of ASX's decision to the market

(together, the **Delisting Conditions**).

In accordance with the Delisting Conditions:

(a) Resolution 1 seeks Shareholder approval by way of a special resolution for the Delisting;

(b) This Notice of Meeting and Explanatory Statement includes the statements that are conditions of ASX's approval of the Delisting;

(c) The proposed removal date will take place no earlier than one month after the date of the Meeting at which Shareholder approval will be sought, if such approval is obtained;

(d) The Company intends to apply for its securities to be suspended from quotation at least two business days before its proposed removal date, as set out in the "Key Dates" section below; and

(e) The Company released in its announcement on 25 June 2026 the full terms of ASX's in-principle decision to the market upon making a formal application to ASX to remove the Company from the Official List. The Company released in its announcement on 30 June 2026, the full terms of ASX's final confirmation decision.

The date for the Company's delisting will be determined by the ASX in consultation with the Company.

Reasons for seeking Delisting and potential advantages of removal from the Official List

The Board of Cluey considers that the Delisting is in the best interests of Shareholders as the advantages and benefits of Delisting outweigh the benefits of remaining listed.

The Board's key reasons for pursuing the Delisting and recommending that Shareholders approve the Delisting are as follows:

1. Limited Trading and Liquidity

Notwithstanding the Company's ASX listing, the low average volume of trade means the market for the Company's securities is prohibitively illiquid. The Board believes that the current spread of Shareholders does not maintain an orderly and liquid market for trading in Cluey shares.

As a result, ASX listing does not provide securityholders with a reliable means to exit their position in the Company at scale for a price that reflects the intrinsic value of the securities.

The volume and dollar value of Cluey shares traded on the ASX for the three months ended 25 June 2026 was approximately 161,282,984 shares over 46 actual trading days, representing an average daily volume of 2,560,047 shares (approximately 0.61% of total issued capital) and an average daily value of approximately A$15,624.

For the six months ended 18 June 2026, the volume traded was approximately 164,552,814 shares over 88 actual trading days, representing an average daily volume of 1,327,039 shares (approximately 0.32% of total (averaged) issued capital) and an average daily value of approximately A$9,347.

As the above indicates, Cluey's shares are thinly traded on the ASX. The limited liquidity means that limited trading can have a disproportionate impact on the share price.

In addition, the percentage of Cluey's issued capital held by the top 20 (grouped Shareholders) is an aggregate of approximately 77.81% of total issued capital, with the current top 5 largest Shareholders holding approximately 55.41% of total issued capital. Cluey's Shareholder spread distribution shows that there is a large concentration of shareholdings in only a relatively smaller number of sophisticated and institutional investors and Shareholders associated with management.

2. Company Valuation

The Board considers that low trading volumes have adversely affected the share price. This has the potential to anchor the price at which a prospective exit might be achieved for shareholders to current trading patterns.

In addition, the Board is of the view that Cluey's valuation has a greater prospect of being achieved based on the Board's assessment of fair value as an unlisted company. This is because, as a listed entity, the current soft capital markets for small and micro-cap listed companies negatively affect Cluey's market capitalisation and preclude Cluey from being valued based on its assets and business operations, as would be the case for an unlisted entity.

3. Access to Capital Markets and Capital Raising

As an ASX listed company, the Board has less control over the price at which capital raises are undertaken. The Company does not have any structural bank debt facilities in place. The deterioration of the Company's share price means that the Company cannot attract meaningful and necessary capital investment without heavily diluting its current securityholders.

If Cluey remains listed and the share price remains low, then there is a risk that any further capital raising that is undertaken to support growth will be highly dilutive and further reduce the share price.

The Board considers that by operating as an unlisted public company, the Company will have greater flexibility to pursue value-creating strategic opportunities and access to capital investment at a price that is not highly dilutive to Shareholders. Cluey does not currently intend to convert to a proprietary limited company post Delisting as it expects that it will have more than 50 non-employee shareholders.

4. Cost Savings

Given the illiquidity of the Company's securities, the Board reasonably believes that ongoing listing, administrative and compliance costs associated with Cluey's listing materially exceed any benefit to securityholders as a result of ASX listing.

The Board estimates that by Delisting, the Company can achieve annual savings of approximately A$500,000 by eliminating ASX listing fees, reducing audit and accounting fees, reducing director fees, eliminating public company D&O insurance costs, reducing legal fees and freeing capital and resources otherwise spent on disclosure compliance.

The annual operating cost savings are expected to be as follows, If Cluey is Delisted:

Matter	**Annualised Cost Saving post Delisting ($A)**
ASX Listing Fee	$36,000
Listed Share Registry Costs	$5,000
Investor Relations	$20,000
Legal, listed public company related costs	$130,000
Audit and Accounting Fees	$48,000
Director Fees and Insurance	$181,000
Role reduction (due to unlisted status)	$80,000
TOTAL	**A$500,000**

5. Management Time and Effort

A significant portion of Cluey's management time is currently being dedicated to time-intensive matters relating to Cluey's ASX listing. A delisting would allow management to spend more time on other value-add matters for the benefit of Cluey and its Shareholders.

Consequences of the proposed Delisting for the Company and its shareholders

Where Shareholders approve the proposed Delisting by the passage of Resolution 1 as a Special Resolution, the consequences of Cluey's removal from the Official List will be as follows:

(a) Cluey's shares will no longer be quoted or trade on the ASX;

(b) After the Delisting Date, shares will only be capable of sale by private transaction in accordance with the Company's Constitution. A written transfer, in a form authorised by the Corporations Act, is required to be lodged for registration at the Company's registered office, together with the share certificate and any other information required by the Directors to establish the transferor's right to transfer the shares. After the Delisting Date, shares will be unquoted and any shares that are held on a Holder Identification Number (HIN) will be moved to a Securityholder Reference Number (SRN). A holder of shares in the Company will receive a new SRN number via a holding statement which will be posted after the Delisting Date;

(c) The ASX Listing Rules will no longer apply to Cluey and securityholder protections contained in the ASX Listing Rules will no longer apply, including certain restrictions on the issue of shares or equity securities by Cluey, certain restrictions in relation to transactions with persons in a position of influence and the requirement to address the ASX Corporate Governance Principles and Recommendations on an annual basis. However, Cluey will continue to be subject to, and the securityholders will still have the benefit of, certain Corporations Act applicable to unlisted public companies including, among other things, the related party provisions in Chapter 2E of the Corporations Act, and the Directors will still be bound to act in accordance with the Corporations Act;

(d) While the Company continues to have in excess of 100 shareholders, Cluey will be an 'unlisted disclosing entity' for the purposes of the Corporations Act, and will therefore remain subject to the continuous disclosure provisions in section 675 of the Corporations Act, which requires an entity to lodge material information with ASIC or publish that material on its website in accordance with ASIC Regulatory Guide 198;

(e) The Company will also continue to be subject to obligations to prepare audited annual and half-yearly financial statements under Part 2M.3 of the Corporations Act and will be required to hold an AGM at least once each calendar year and within five months after the end of its financial year in accordance with section 250N of the Corporations Act;

(f) If the Company ceases to be an 'unlisted disclosing entity' there will be no ongoing requirements for Cluey to give continuous disclosure of material matters under section 675 or lodge half-yearly financial statements reviewed by an auditor but as a public company it will continue to be required to lodge annual audited financial statements;

(g) Shareholders will continue to receive the benefit of the takeover protections regarding the acquisition and control of shares under Chapter 6 of the Corporations Act (for so long as the Company has 50 Shareholders or more);

(h) The Company's various outstanding Treasury Shares[2], Performance Rights and Options (granted under the Company's Omnibus Employee Incentive Plan) will remain on foot and outstanding subject to their respective original terms;

(i) The provisions of the Constitution of the Company applying the Listing Rules will cease to apply. There is no present proposal to change the Company's Constitution following the Delisting; and

(j) Following Delisting, the Company will conduct its business as usual, noting that the Company's UK operations will be closed by 31 August 2026 (as announced on 25 June 2026).

What happens if Resolution 1 is not passed?

If Resolution 1 is not passed, unless a subsequent delisting proposal is approved by Shareholders or ASX determines that the shares should no longer be listed, the Company will not proceed with the Delisting or the proposed Minimum Holding Buy-Back, and the shares will remain listed on the ASX and the Company will remain subject to the Listing Rules.

Consequences and potential disadvantages of removal from the Official List (compared to remaining listed)

The Directors have considered the potential disadvantages to the Company of Delisting,

[2] A total of 5,299,136 shares are restricted shares, held in employee share trust and subject to Company advanced loans at $0.0879 per share and are accounted for by the Company in its annual report for the period ended 30 June 2025 as 'Treasury Shares.

particularly:

(a) Shareholders will no longer have the ability to sell their shares and realise their investment in the Company via trading on the ASX

Following Delisting, the Company's shares will no longer be traded on the ASX. The Company's shares will only be capable of sale by private transactions, which will require shareholders to identify and agree terms with potential purchasers in accordance with the Corporations Act and the Company's Constitution. The Company's Constitution requires that share transfers are in a written transfer form authorised by the Corporations Act, which must be lodged for registration at the Company's registered office, together with the share certificate and any other information required by the Directors to establish the transferor's right to transfer the shares.

Notwithstanding that the ASX market for shares has been relatively illiquid over the last 12 months, which the Directors consider has negatively affected the value of shares, if the Company is Delisted, the liquidity of shares will be directly affected and is likely to be further diminished and it may become more difficult for shareholders to identify and agree terms with potential purchasers post Delisting.

(b) Changes in reporting and disclosure obligations

If the Company delists from ASX it will become an unlisted disclosing entity. Although it will no longer be required to comply with the continuous disclosure obligations and periodic disclosure obligations under Chapters 3 and 4 of the ASX Listing Rules, the Company will remain subject to continuous disclosure and periodic disclosure obligations under the Corporations Act.

More specifically, following delisting, the Company will no longer be required to comply with continuous disclosure obligations under Listing Rule 3.1, or make specific disclosures under Chapter 3 of the ASX Listing Rules (although such disclosure may nevertheless be required under the Company’s continuous disclosure obligations under section 675 of the Corporations Act as long as the Company continues to have more than 100 shareholders).

Further, following delisting, the Company will not be required to comply with the periodic disclosures provisions under Chapter 4 of the Listing Rules.

Under the Corporations Act, as an 'unlisted disclosing entity' the Company will be required to periodically lodge:

- audited annual financial reports for each financial year, including specific disclosures required in Division 1 of Part 2M.3 of the Corporations Act;
- directors’ reports for each financial year
- audited financial reports for each half year
- directors' reports for each half year.

However, if the Company ceases to be an unlisted disclosing entity there will be no ongoing requirement to:

- give continuous disclosure of material matters under section 675 of the Corporations Act; or
- lodge half-yearly financial statements reviewed by an auditor (though the Company will continue to be required to lodge annual audited financial statements).

In addition to the reduction in the Company’s continuous and periodic disclosure obligations, the Company will no longer be subject to the application of other ASX Listing Rules. For example:

- the Company will no longer be required to obtain shareholder approval for significant transactions, including any transactions which could change the nature or scale of the Company’s undertakings;

- shareholder approval will not be required for the Company to issue shares in excess of the 15% placement cap under Listing Rule 7.1.

However, minority shareholders will continue to have protections under the Corporations Act, including:

- the general obligation on directors to exercise their powers and discharge their duties in good faith and in the best interests of the Company;
- the related party transactions provisions of the Corporations Act; and
- the rules regulating takeover bids and the acquisition of substantial interests in the Company.

(c) <u>No guarantee of better access to capital</u>

An unlisted public company does not have the ability to raise capital from the issue of securities by means of limited disclosure fundraising documents for quoted securities. Therefore, the main ways for the Company (as an unlisted public company) to raise equity funds will be by way of an offer of securities pursuant to a full form prospectus or by way of a placement of securities to sophisticated and professional investors and other investors who do not require a prospectus.

While the Board believes the Company will have better access to potential capital and on more favourable terms than would otherwise be available if the Company was to remain listed on the ASX, there is no certainty that the Company will in fact obtain better access to capital and/or on more favourable terms post-Delisting.

Key Dates - Delisting timetable

The proposed timetable for the Delisting and proposed Minimum Holding Buy-Back (see below) is set out below:

Event	Indicative Date
General Meeting of shareholders - special resolution regarding Delisting to be considered	11am (Sydney time) on Thursday, 13 August 2026
Cluey announce results of General Meeting Cluey announces Minimum Holding Buy-Back (subject to Delisting approval)	After General Meeting on Thursday, 13 August 2026
Record Date for Minimum Holding Buy-Back (to identify who is a Holder of a Less than Marketable Parcel and eligible to participate in the Minimum Holding Buy-Back)	7pm (Sydney time) on Thursday, 13 August 2026

Event	Indicative Date
Shareholder Letter and Election to Retain Small Parcel (Retention Form) sent to Small Parcel Holders for the Minimum Holding Buy-Back	Friday, 14 August 2026
Closing Time for receipt of Retention Form for the Minimum Holding Buy-Back	Tuesday, 29 September 2026
Cluey announces completion of the Minimum Holding Buy-Back	Thursday, 1 October 2026
Trading in Cluey shares suspended (Note: where shareholders approve the Delisting at the shareholder meeting)	Friday, 2 October 2026
Delisting Date effective	Tuesday, 6 October 2026

Note: All times and dates in the above timetable are references to the time and date in Sydney, New South Wales, Australia. The above timetable is indicative only and may be subject to change by the Company or ASX without notice.

Proposed Minimum Holding Buy-Back

The Company is proposing to undertake a less than marketable parcel buy-back (conditional on Shareholders approving the Delisting of the Company). This proposed buy-back will provide an opportunity for the holders of a Less Than Marketable Parcel (**Small Parcel Holders**) to sell their shares back to the Company under the buy-back (**Minimum Holding Buy-Back**) without having to use a broker or pay brokerage.

The Company will release an announcement after the General Meeting regarding the Minimum Holding Buy-Back, including details of the buy-back price and shareholder correspondence to Small Parcel Holders, including the Retention Form.

The buy-back price will be calculated at a 10% premium to the 30-day volume weighted average price of shares at the close of trade on 13 August 2026, the Record Date for the Minimum Holding Buy-Back.

If a Small Parcel Holder does not wish to have their shares bought back by the Company under the Minimum Holding Buy-Back, they will have an opportunity to elect to retain their shares by returning a Retention Form to the Company by no later than 29 September 2026 (and will be subject to liquidity risks associated with being a small holding shareholder in an unlisted public company). Where the Shareholders approve Resolution 1 regarding the Delisting, the Company will despatch a notice to Small Parcel Holders and Retention Form on or around 14 August 2026.

If a Small Parcel Holder wishes to sell its less than marketable parcel via the Minimum Holding Buy-Back, it does not need to return a Retention Form and will receive the proceeds as soon as practicable after Cluey announces completion the Minimum Holding Buy-Back, being 1 October 2026. A Small Parcel Holder that wishes to sell its shares back to the Company should ensure its EFT payment details are up to date and can do so via the Investor Portal by visiting https://investor.automic.com.au/#/home.

Completion of the Minimum Holding Buy-Back for participating Small Parcel Holders and cancellation of the shares will be prior to the proposed Delisting Date.

Shareholder Arrangements

If shareholders of the Company wish to sell their shares on the ASX, they will need to do so before the entity is removed from the Official List.

Where Shareholders approve the proposed Delisting by the passage of the Resolution as a Special Resolution, the Company expects its shares will remain listed on the ASX for at least six weeks after the proposed notice is sent to shareholders for the Minimum Holding Buy-Back, so that:

(a) Small Parcel Holders have that period of time to participate in the Minimum Holding Buy-Back (assuming that Shareholders approve the Delisting); and

(b) Shareholders have at least that period to sell their securities on the ASX should they wish to do so, assuming that Shareholders approve the Delisting of the Company and subject to liquidity and that there is an active market for trading of those shares.

Following the Delisting and subject to certain restrictions under the Corporations Act, any shareholder wishing to sell their shares can transfer their shares by off-market, private transactions, to a willing third-party purchaser in accordance with the Company's Constitution. However, such market may not be liquid and shareholders will be personally responsible for sourcing any potential purchaser for their shares as provided above.

Remedies Shareholders may pursue under the Corporations Act

In addition to voting against Resolution 1, if a Shareholder of the Company considers the proposed Delisting to be contrary to the interests of the Shareholders of the Company as a whole or oppressive to, unfairly prejudicial to, or unfairly discriminatory against a Shareholder or Shareholders, it may apply to the court for an order under Part 2F.1 of the Corporations Act. Under section 233 of the Corporations Act, the court can make any order that it considers appropriate in relation to the Company, including an order that the Company be wound up or an order regulating the conduct of the Company's affairs in the future.

If a Shareholder of the Company considers the proposed Delisting involves "unacceptable circumstances", it may apply to the Takeovers Panel for a declaration of unacceptable circumstances and other orders under Part 6.10 Division 2 Subdivision B of the Corporations Act. Under section 657D of the Corporations Act, if the Takeovers Panel has declared circumstances to be unacceptable, it may make any order that it thinks appropriate to protect the rights or interests of any person or group of persons, where the Takeovers Panel is satisfied that those rights or interests are being affected, or will be or are likely to be affected, by the circumstances.

The Directors recommend shareholders seek their own professional advice in this regard.

Voting Exclusions

There are no voting restrictions applicable to Resolution 1 and all Shareholders are entitled to vote.

Directors' Recommendation

The Board considers that it is in the best interests of the Company and its shareholders for it to be removed from the Official List for the reasons set out in this Explanatory Memorandum.

The Board of Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

The Chair of the Meeting intends to vote all available proxies in favour of Resolution 1.

No Other Additional Information

Other than as set out in this Explanatory Statement and the Company's previous announcements on 25 and 30 June 2026, there is no additional information that is known to the Directors that may reasonably be expected to be material to the making of a decision by Shareholders whether or not to vote in favour of Resolution 1.

Enquiries

Shareholders are asked to contact the Company Secretary, Greg Fordred, on investor.relations@clueylearning.com if they have any queries in respect of the matters set out in these documents.

Glossary

In this Explanatory Statement, unless otherwise defined or the context otherwise requires, the following terms will have the following meanings:

AEST means Australian Eastern Standard Time as observed in Sydney, New South Wales.

ASIC means Australian Securities and Investments Commission.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

ASX Listing Rules or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Board means the current board of Directors of the Company.

Business Day means a day on which trading takes place on the stock market of ASX.

Chair means the person chairing the Meeting.

Company or **Cluey** or **CLU** means Cluey Ltd ACN 644 675 909.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

Delisting has the meaning given in the Explanatory Statement under the heading "Background".

Delisting Conditions means a condition imposed by ASX in relation to the Delisting as summarised in the Explanatory Statement.

Delisting Date means the date the Company will be removed from the Official List on ASX, which is expected to be Tuesday, 6 October 2026.

Directors mean the current directors of the Company.

Dollar or "**$**" means Australian dollars.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

Less Than Marketable Parcel has the meaning given to it under ASX Listing Rules, which is any shareholding valued at less than $500 is considered to be a "less than marketable parcel" of shares.

Meeting means the meeting of the Company's members convened by this Notice of Meeting.

Minimum Holding Buy-Back means the proposed buy-back where holders of a Less Than Marketable Parcel of shares have the opportunity for the Company to buy back their shares (subject to the approval of the Delisting). See the Explanatory Statement under heading "Proposed Minimum Holding Buy-Back" for further details.

Notice of Meeting or **Notice of General Meeting** or **Notice** or **NOM** means this notice of general meeting dated 10 July 2026 including the Explanatory Statement.

Official List has the meaning given to it in the Explanatory Statement under the heading "Background".

Proxy Form means the proxy form attached to this Notice of Meeting.

Record Date means the record date for the Minimum Holding Buy-Back, which is expected to be 13 August 2026.

Resolution 1 means the resolution set out in this Notice of Meeting.

Retention Form has the meaning given in the section "Key Dates".

Share means a fully paid ordinary share in the capital of the Company.

Shareholders mean the holders of the shares and **Shareholder** means any one of them.

Share Registry means Automic Pty Ltd.

Small Parcel Holders has the meaning given to it in the Explanatory Statement under the heading "Proposed Minimum Holding Buy-Back".

Special Resolution means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Trading Day has the meaning given to that term in ASX Listing Rule 19.12.

CLUEY

Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

Cluey Ltd | ABN 65 644 675 909

Your proxy voting instruction must be received by **11:00am (AEST) on Tuesday, 11 August 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: **https://investor.automic.com.au/#/home** Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 - APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.
Joint holding: Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.
Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.
Email Address: Please provide your email address in the space provided.
By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at https://automicgroup.com.au.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at https://portal.automic.com.au/investor/home or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.

BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

https://automicgroup.com.au

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the General Meeting of Cluey Ltd, to be held at **11:00am (AEST) on Thursday, 13 August 2026 at K&L Gates Office Level 31, 1 O'Connell Street, Sydney NSW 2000** hereby:

Appoint the Chair of the Meeting (Chair) to vote in accordance with the following directions (or if no directions have been given, and subject to the relevant laws, as the Chair sees fit) at this meeting and at any adjournment thereof.

Please note: If you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy. If the person so named is absent from the meeting, or if no person is named, the Chair will act on your behalf.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.
Unless indicated otherwise by marking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

STEP 2 - Your voting direction

Resolutions		For	Against	Abstain
1	Approval of Delisting and Removal of CLU from the Official List of ASX			

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution and your votes will not be counted in computing the required majority on a poll.

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY)

/ /

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).

AUTOMIC

CLU