



Fatfish Group Limited

(ACN 004 080 460)
Level 10 Suite 1005
4 Bridge Street
Sydney NSW 2000
Australia

www.fatfish.co

13 February 2026

ASX Announcement

Notice of EGM

Fatfish Group Ltd ("**Fatfish**" or the "**Company**") advises that it will hold an Extraordinary General Meeting at 12:30 pm AEDT on Thursday, 19 March 2026 at the offices of Hamilton Locke, Level 10, 161 Collins Street, Melbourne VIC 3000.

The meeting is being convened to effect a change in the Company's auditor from Hall Chadwick (WA) Audit Pty Ltd to RSM Australia Partners.

Annexed to this announcement is a copy of the Notice of Meeting, a sample proxy form, and a sample access letter being dispatched to shareholders from today.

This announcement has been authorised for release by the Board of Directors of Fatfish Group Limited.

— ENDS —

For further information, please contact:

Fatfish Group Limited
ir@fatfish.co

Reign Advisory Pty Ltd
FFG@reignadvisory.com

About Fatfish Group Limited (fatfish.co)

Fatfish Group Limited (**ASX: FFG**) ("**Fatfish**" or the "**Company**") is a publicly traded tech venture firm with businesses in Southeast Asia and internationally, with interests in building ventures across fintech, gaming and other tech-related entities.

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13 February 2026

Dear Shareholder.

Extraordinary General Meeting of Fatfish Group Limited

Fatfish Group Limited advises that it will hold an Extraordinary General Meeting of the Company at 12.30 pm (AEDT) on Thursday, 19 March 2026 at the offices of Hamilton Locke, Level 10, 161 Collins Street, Melbourne VIC 3000 (the **Meeting**).

Notice of Meeting

The Notice of Meeting and Explanatory Memorandum (the **Notice**) for the meeting is available online and can be viewed and downloaded by shareholders of the Company from either the Company's website or the ASX market announcements platform, accessible at <https://fatfish.co> and <https://www.asx.com.au/markets/company/FFG>, respectively.

In accordance with sections 110C-110K of the *Corporations Act 2001* (Cth), Shareholders will not be sent a hard copy of the Notice or Proxy Form unless Shareholders have already notified the Company that they wish to receive documents such as the Notice and Proxy Form in hard copy.

Vote by Proxy

Lodge your Proxy vote online at <https://investor.automic.com.au/#/loginsah> by following the instructions:

1. Login to the Automic website using the holding details as shown on your holding statement.
2. Click on 'Meetings' – 'Vote'.

To use the online lodgment facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown at the top of your holding statement.

For further information on the online proxy lodgment process, or if you require a hard copy Proxy Form, please contact the Company's Share Registry, Automic Registry Services (Automic), at hello@automicgroup.com.au or via phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

Shareholder queries in relation to the Meeting

Shareholders can contact the Company Secretary with any questions prior to the meeting via email at ffg@reignadvisory.com.

Copies of all Meeting related material including the Notice, are available to download from the Company's website and the Company's ASX market announcements platform as above. In the event it is necessary or appropriate for the Company to make alternative arrangements for the Meeting, information will be provided to Shareholders via the ASX and the Company's website.

On behalf of the Board,

Sonny Didugu
Company Secretary
Fatfish Group Limited



Fatfish Group Limited

ACN 004 080 460

**Notice of Extraordinary General Meeting
Thursday, 19 March 2026 at
12.30pm (AEDT)**

**Hamilton Locke Melbourne
Level 10
161 Collins Street
Melbourne VIC 3000**

This is an important document. Please read it carefully.

Please speak to your professional advisers if you have any questions about this document or how to vote at the Meeting.

Notice of the Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting of Fatfish Group Limited (the **Company** or **Fatfish**) is to be held at 12.30 pm Thursday, 19 March 2026 at the offices of Hamilton Locke, Level 10, 161 Collins Street, Melbourne VIC 3000.

If Shareholders have any questions regarding the meeting or seek further information, please contact the Company Secretary at FFG@reignadvisory.com.

Ordinary Business

Change of Auditor

1. Resolution 1: Ordinary Resolution to Remove Hall Chadwick as Auditor

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

"That, for the purposes of section 329(1) of the Corporations Act and for all other purposes, Hall Chadwick be removed as the Company's auditor effective from the conclusion of this Meeting".

2. Resolution 2: Special Resolution to Appoint RSM Australia Partners as Auditor

To consider and if thought fit, pass the following as **a special resolution**:

"That, subject to the passing of Resolution 1, for the purposes of section 327D of the Corporations Act and for all other purposes, RSM Australia Partners, being qualified to act as auditor and having consented in writing to act as auditor be appointed as the Company's auditor effective from the conclusion of this Meeting and to authorise the Directors to fix RSM Australia Partners' remuneration".

Note: this resolution is a special resolution and can only be passed if at least 75% of the votes cast, in person or by proxy, by members who are entitled to vote on the resolution, vote in favour.

Other Business

To transact any other business which may be legally brought before a General Meeting, in accordance with the Company's Constitution and the Corporations Act 2001 (Cth).

On behalf of the Board,


Sonny Didugu
Company Secretary
13 FEBRUARY 2026

Explanatory Statement

This Explanatory Statement is intended to provide Shareholders of Fatfish Group Limited (ASX: FFG) (**Fatfish** or the **Company**) with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Extraordinary General Meeting of the Company.

The Directors recommend that shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

If you have any queries regarding the matters set out in this Explanatory Statement or the preceding Notice please contact Fatfish or seek advice from your professional advisors.

Change of Auditor

On 12 December 2025, director Kin Wai Lau issued a notice to the Company requiring the convening of a meeting for the purpose of removing existing auditor Hall Chadwick (WA) Audit Pty Ltd (**Hall Chadwick**), and if that were successful, nominating RSM Australia Partners for approval as the replacement auditor. A copy of this notice is annexed as Annexure A, which includes the consent to act issued by RSM Australia Partners.

Each of the directors are supportive of this change in auditor. The change is being considered in light of the Company's intention to commence litigation against Hall Chadwick in relation to the conduct of historical audits of the Company. No further information can be provided at this time due to legal professional privilege and confidentiality considerations.

The Corporations Act permits an auditor the subject of a removal resolution to provide a written response, which must then be dispatched to shareholders. Hall Chadwick did not provide a response within the period provided for in the Corporations Act.

Regulatory Framework

Section 329 of the Corporations Act provides that an auditor of a company may be removed from office by resolution at a general meeting of which two months' notice of intention to move the resolution has been given.

Section 329 also permits an auditor who is the subject of a removal resolution to provide written representations, which must then be dispatched to shareholders. Hall Chadwick has advised the Company that they would not be providing any representations to be sent to shareholders.

In the event that the removal of Hall Chadwick is successful, as per Resolution 1, the Corporations Act permits the Company to appoint a replacement auditor immediately in a general meeting. Director Kin Wai Lau has proposed RSM Australia Partners. The directors unanimously support this proposal. RSM Australia Partners is a reputable Australian firm with the capability to complete the audits required to enable the Company to seek a recommencement of quotation of its securities on ASX.

Effect of Resolutions

If Resolution 1 is passed, Hall Chadwick will cease to be the auditor of the Company.

If Resolution 1 does not pass, Hall Chadwick will continue to be the auditor of the Company. Resolution 2 will still be put to the meeting but it will have no effect in this circumstance.

If Resolution 1 and 2 pass, RSM Australia Partners will become the auditor of the Company.

If Resolution 1 is passed, but Resolution 2 does not pass, there will be a vacancy in the office of auditor of the Company which will need to be dealt with in the manner provided for in the Corporations Act.

Directors Recommendations

The Directors make the following recommendations in respect of the Resolutions.

Resolution	Recommendation
Resolution 1	The Directors recommend shareholders vote in favour of this resolution. The Directors are of the view that a removal of Hall Chadwick will enable the appointment of another auditor that can work with the Company towards the reinstatement process.
Resolution 2	The Directors recommend shareholders vote in favour of this resolution. The Directors are of the view that RSM Australia Partners are a suitable and reputable auditing firm with the capabilities needed to complete the historical auditing work in a timely manner.

The Chairman will vote all undirected proxies in favour of each resolution.

Further Information

For further information, please contact the Company by email at FFG@reignadvisory.com.

If you are unsure about any of the matters discussed above, the Directors encourage you to seek professional financial, legal, taxation, accounting, or other advice prior to making any decisions.

Annexure A: Notice of Intention from Kin Wai Lau

The Company Secretary
Fatfish Group Limited
Suite 1005
4 Bridge Street
Sydney NSW 2000

By email: sonnyd@reignadvisory.com

12 December 2025

Dear Sir,

Notice of intention to remove auditor and nomination of new auditor

I, Kin Wai Lau, am a director of Fatfish Group Limited ACN 004 080 460 (the **Company**).

Section 249CA of the *Corporations Act 2001* (Cth) (the **Corporations Act**) permits me, as a director, to call a meeting of the Company's shareholders, despite anything else in the Company's Constitution.

In reliance on that right, I hereby give notice of my intention to convene a meeting of shareholders for the purposes of the following:

- (a) in accordance with section 329 of the Corporations Act, seeking the removal of Hall Chadwick WA Audit Pty Ltd as the Company's auditor; and
- (b) subject to the passing of the resolution to remove Hall Chadwick, seeking the appointment of RSM Australia Partners to replace Hall Chadwick.

This notice is also to be taken as my nomination of RSM Australia Partners for the appointment as auditor of the Company, for the purpose of section 328B(3) of the Corporations Act and for all other purposes.

I understand that my fellow directors of the Company support these proposals, and I confirm that I hold a consent to act from RSM Australia Partners, which I provide with this notice.

Yours faithfully,

Signed by:

Kin Wai Lau
Executive Director
Fatfish Group Limited

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RSM Australia Partners

Level 7, 1 Martin Place
Sydney
NSW 2000
Australia
T +61 (02) 8226 4500
F +61 (02) 8226 4501
rsm.com.au

10 December 2025

The Directors
Fatfish Group Limited

By email

Dear Sirs

Consent to Appointment as Auditor – Fatfish Group Limited

In accordance with section 328A of the Corporations Act 2001 RSM Australia Partners hereby consent to our appointment as auditor of Fatfish Group Limited, subject to the removal of Hall Chadwick WA Audit Pty Ltd at a General Meeting.

This consent will remain in force until cancelled in writing.

Please contact us if further information or clarification is required.

Yours faithfully



RSM AUSTRALIA PARTNERS



Gary Sherwood
Partner

THE POWER OF BEING UNDERSTOOD
ASSURANCE | TAX | CONSULTING

RSM Australia Partners is a member of the RSM network and trades as RSM. RSM is the trading name used by the members of the RSM network. Each member of the RSM network is an independent accounting and consulting firm which practices in its own right. The RSM network is not itself a separate legal entity in any jurisdiction.
RSM Australia Partners ABN 36 965 185 036
Liability limited by a scheme approved under Professional Standards Legislation

Voting Information

Pursuant to Regulation 7.11.37 of the Corporations Regulation 2001 (Cth) the persons eligible to vote at the Meeting are those who are registered Shareholders at Shareholders at 7.00pm AEDT on 17 March 2026.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Voting in person

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

You may still attend the Meeting and vote in person even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance will not revoke your proxy appointment unless you actually vote at the Meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that Resolution.

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the Meeting. If you do not bring your Proxy Form with you, you can still attend the Meeting but representatives from Automatic Registry Services will need to verify your identity. You can register from 12.00pm AEDT on the day of the Meeting.

Key Management Personnel

The Chair of the meeting may vote an undirected proxy (ie. a proxy that does not specify how it is to be voted), provided the shareholder who has lodged the proxy has given informed consent, in the form of an express voting direction to the chair to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel (**Informed Consent**).

The Company recommends that shareholders consider the following options to ensure the validity of their votes:

- that shareholders direct proxies on a remuneration related resolution instead of leaving them undirected; or
- that shareholders nominate a proxy who is not a member of Key Management Personnel or any of their Closely Related Parties to vote on a remuneration related resolution; or
- that shareholders who wish to vest their undirected proxies in the chair on a remuneration related resolution ensure that they follow instructions provided on the proxy form in order to provide Informed Consent.

Glossary

General terms and abbreviations in this Notice of Meeting and Explanatory Statement have the following meanings unless contrary intention appears or the context requires otherwise:

Term	Definition
ASX	ASX Limited or the market it operates (the Australian Securities Exchange) as the context may require
Closely Related Party	Has the meaning given to the term by section 9 of the Corporations Act
Company or Fatfish	Fatfish Group Limited (ACN 096 870 978)
Corporations Act	Corporations Act 2001 (Cth)
Equity Security	Has the meaning given to the term by Chapter 19 of the ASX Listing Rules, being: a share, a unit, a right to a share or unit or option, an option over an issued or unissued security, a convertible security, any security that ASX decides to classify as an equity security, but not a security ASX decides to classify as a debt security
Explanatory Statement	The explanatory statement enclosed with the Notice set out in this document
Key Management Personnel	Has the meaning given to the term by section 9 of the Corporations Act
Meeting or Extraordinary General Meeting or EGM	The Extraordinary General Meeting of the Company to be held at 12.30pm on 19 March 2026 at Level 10, 161 Collins Street, Melbourne VIC 3000.
Notice of Meeting or Notice	The notice of Extraordinary General Meeting set out in this document
Official List	The official list of entities that ASX has admitted and not removed
Option	An option to acquire Shares
Ordinary Resolution	A resolution which requires only a majority of the votes cast in person or by proxy by members entitled to vote on the resolution to vote in favour to be passed
Resolutions	The resolutions set out in the Notice or any one or group of them as the context requires
Shareholder	A holder of Shares
Shares or Fully Paid Ordinary Shares	Fully paid ordinary shares in the Company
Special Resolution	A resolution which requires at least 75% of the votes cast in person or by proxy by members entitled to vote on the resolution to vote in favour to be passed

Your proxy voting instruction must be received by **12:30pm (AEDT) on Tuesday, 17 March 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://investor.automic.com.au/#/loginsah> 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)

