

**SECOND FORMAL WARNING NOTICE PURSUANT TO CLAUSE 5.2(d)(i) OF THE
SHAREHOLDERS AGREEMENT**

Notice is given to Bradley Grant Gishen ("**Gishen**") by Asaf Yeshayahu Shamir ("**Shamir**") pursuant to clause 5.2(d) of the Shareholders Agreement dated 20 November 2009 ("**Shareholders Agreement**"), according to which a Director may remain a Director unless they are forcibly removed by the other Director because it is clear that the Director is not acting in the best interests of the Business (as defined in the Shareholders Agreement) or is not working in the manner required by the Business.

On 20 November 2025, Shamir sent Gishen the first formal notice via email setting out serious breaches of Gishen's duties and his failure to act in the best interests of the Company. That email constituted the first written bona fide warning notice under Clause 5.2(d)(i) of the Shareholders Agreement.

This notice constitutes the second written warning notice issued to Gishen by Shamir within a 3-month period, pursuant to Clause 5.2(d)(i) of the Shareholders Agreement.

As Gishen has failed to provide a response to that notice within the 7-day period required by clause 5.2(d)(ii) of the Shareholders Agreement, Shamir is now compelled to issue this second and final warning notice.

It remains clear that Gishen is not acting in the best interests of the Business and is not working in the manner required by the Business. Specifically:

1. Gishen is continuing to oversee the diversion of the Company's customers and traffic to Mobivate;
2. Gishen is using the Company's proprietary software within the competing Mobivate platform;
3. Despite the first warning, Gishen still refuses to sign the Company's FY24 financial reports, contrary to the advice of the Company's accountants, which exposes the Company to regulatory risk and potential insolvency; and
4. Gishen's conduct has directly resulted in a situation where the Company's revenue is now projected to fall below its operating expenses by the end of December 2025, destroying the value of the enterprise and the interests of the shareholders

Shamir again requests that Gishen rectifies these breaches within 7 days by:

1. ceasing all competitive activity via Mobivate that utilises Company intellectual property or customer data;
2. signing the FY24 Financial Reports immediately; and
3. providing a written undertaking to return all diverted business opportunities to the Company.

Pursuant to Clause 5.2(d)(ii) of the Shareholders Agreement, Gishen must respond to this notice within 7 days.

If no response is provided to this second notice, or if the breaches are not rectified to the satisfaction of the Business, Shamir intends to exercise his right at the end of the 3 month period that began with the first warning notice issued to Gishen on 20 November 2025 (being 20 February 2026) to forcibly resign Gishen as a Director of the Company.

SIGNED by **ASAF YESHAYAHU SHAMIR**

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Director (signature)

DATED:

28.12.2025