

**Raw Mobility Pty Ltd ACN 140 679 269 ("Company")**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

Notice is given pursuant to Clause 43 of the Company's Constitution that an Extraordinary General Meeting of shareholders of the Company will be held at via video conference call available at the following link <https://tinyurl.com/pw4jku99> (Microsoft Teams) on January 19 2026 commencing at 18:00 AEDT (UTC +11) / 07:00 GMT (UTC +0) (**Meeting**).

The Proxy Form forms part of this Notice.

All shareholders who are recorded in the Company's register of members on the date of the proposed Meeting are entitled to vote at the Meeting.

**EXPLANATORY MEMORANDUM**

The background and reasons behind the resolutions are more fully set out in the attached explanatory memorandum. The shareholders should read the explanatory statement in full and carefully consider its contents.

**AGENDA**

The Company will request the shareholders of the Company to pass and agree to the following resolutions:

**1. Resolution 1: Removal of director for breach of fiduciary duties**

That Bradley Grant Gishen, having breached his fiduciary duties to the Company, be removed as a director of the Company effective immediately.

**2. Resolution 2: Removal of director for breach of Corporations Act**

That Bradley Grant Gishen, having breached his statutory duties under the Corporations Act 2001 (Cth), be removed as a director of the Company effective immediately.

**3. Remedy**

That the Company be authorised and directed to take all necessary steps to seek an account of profits and/or restitution (including equitable compensation) from Bradley Grant Gishen and any related entities arising from the breaches of fiduciary and statutory duties, with the final remedy to be elected by the Company upon the availability of full financial disclosure.

**4. Formal Letter of Demand to Mobivate**

That the Company write to Mobivate Limited UK company number 08339609 of 843 Finchley Road, London, United Kingdom, NW11 8NA (Mobivate) requesting it account for all amounts earned from the Company's former and current customers and demand reimbursement of those amounts to the Company in full and without setoff or deduction.

**5. Engagement of Forensic IT Consultant**

That the Company engage an independent forensic IT consultant to:

- (a) prepare a report on the movement of customers and data off the Company's platform; and
- (b) prepare an expert opinion on whether Mobivate is utilising any of the Company's Intellectual Property (including the 'Blender' source code or architecture) in its competing bulk SMS product(s).

**6. Engagement of Forensic Accountant**

That the Company engage a forensic accountant to prepare a report on the diminution of the Company's value following the diversion of revenue, such valuation to be prepared as at 1 January 2026 and compared to the valuation as at 30 June 2025.

The Chairman of the Meeting intends to exercise all available proxies in favour of the Resolution.

Pursuant to section 250A of the Corporations Act 2001 (Cth), Shareholders in the Company, may appoint a proxy or proxies to vote on the resolution proposed to be put to the Meeting by lodging with the Company at its registered office, not less than 48 hours before the Meeting, a proxy form in the form of that that accompanies this Notice.

#### ACCOMPANYING DOCUMENTS

The following documents accompanying this notice:

- (a) explanatory memorandum to shareholders in relation to the resolutions; and
- (b) proxy form with respect to the proposed resolutions.

**BY ORDER OF A DIRECTOR OF THE COMPANY UNDER CLAUSE 43 OF THE COMPANY'S CONSTITUTION**

SIGNED by ASAF YESHAYAHU SHAMIR

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Director (signature)

DATED:

28.12.2025

**Raw Mobility Pty Ltd ACN 140 679 269 ("Company")**

**Explanatory Memorandum to Shareholders**

This Explanatory Memorandum has been prepared to provide information which the Director believes to be material to Shareholders in deciding whether to pass the Resolutions.

1. The Company's shareholding is as follows:
  - (a) Martin Gishen and Lauren Gishen (the parents of Bradley Grant Gishen) as trustees for the Marlau Trust ("**MT**") hold 82 fully paid ordinary shares in the Company, representing 82% of the share capital of the Company; and
  - (b) Shamir Holdings Pty Ltd as trustee for the SEA Discretionary Trust trust ("**ST**") holds 18 fully paid ordinary shares in the Company, representing 18% of the share capital of the Company.
2. The governing documents of the Company are:
  - (a) the Company's Constitution, attached as Annexure A to this Notice ("**Constitution**"); and
  - (b) the Shareholders Agreement dated 20 November 2009 attached as Annexure B to this Notice ("**Shareholders Agreement**").
3. The following officeholders appointed to the Company are:
  - (a) Bradley Grant Gishen, director of the Company, appointed under clause 64 of the Constitution and clause 5.1 of the Shareholders Agreement ("**Gishen**"); and
  - (b) Asaf Yeshayahu Shamir, director of the Company, appointed under clause 64 of the Constitution and clause 5.3 of the Shareholders Agreement ("**Shamir**").
4. Gishen owns a company registered in the UK, Mobivate Limited company number 08339609 ("**Mobivate**").
5. As a director of the Company, Gishen owes the Company fiduciary duties of undivided loyalty and good faith. These duties require him to act solely in the interests of the Company and to avoid any situation where his personal interests might interfere with his directors obligations. Gishen has breached his fiduciary duty towards the Company, by breaching both the 'no conflict rule' and the 'no profit rule'.
6. (No Conflict) Gishen has placed himself in a position where there is a real possibility of conflict between his personal interests and his duty to the Company:
  - (a) As evidenced in the Schedule, Gishen and/or his agents have given direct instructions to move customers off the Company's platform and he has promoted and operated the competing business, Mobivate, which performs substantially similar functions to the Company;
  - (b) he has replicated the Company's proprietary software functionality within Mobivate; and
  - (c) Gishen has prioritised Mobivate's "bulk SMS product" over the Company's "Blender" platform, and has overseen the replication of Blender's functionality within Mobivate to facilitate the migration of the Company's revenue; and
7. (No Profit) Gishen has misused his position as a director of the Company to attain a personal profit:
  - (a) As shown in the Schedule, there has been a drop in SMS traffic and revenue in December 2025, which is directly attributable to customers being moved to Mobivate at the expense of the Company;



- (b) he has prioritised Mobivate's growth over the Company's viability, causing the Company revenue to fall below operating expenses (projected for December 2025), and as a result destroying shareholder value; and
  - (c) he has misappropriated the Company's corporate asset to increase the capital value of his personal business interests, which has saved development costs for Mobivate, and provided Mobivate with an immediate, unearned competitive advantage in the market.
8. Gishen has also breached his statutory duties of the Corporations Act 2001 (C'th), by:
- (a) (Section 180): refusing to sign the FY24 financial reports, contrary to the professional advice of the Company's accountants, Gishen has failed to exercise his powers with the degree of care and diligence required, exposing the Company to regulatory penalties and insolvency risks;
  - (b) (Section 181): intentionally devaluing the Company to benefit an associate, Mobivate, he has failed to act in good faith in the best interests of the Company;
  - (c) (Section 182): using his position as a director to gain an advantage for himself and Mobivate by accessing and replicating Company's intellectual property without consent; and
  - (d) (Section 183): improperly using confidential information of the Company (such as software features and customer data) obtained through his directorship of the Company to benefit a competitor, Mobivate.
9. Where a director breaches their fiduciary duty, the Company is entitled to:
- (a) Restitution – compensation for losses and the resulting devaluation of the Company's business; and/or
  - (b) Account of Profits - disgorging of any unauthorised profits or benefits gained by Gishen or any related entity.
10. The allegations set out in this Memorandum are supported by internal Company records, technical analysis of the software platforms, and professional advice. A summary of the material evidence is provided in the attached Schedules.

**BY ORDER OF A DIRECTOR OF THE COMPANY UNDER CLAUSE 43 OF THE COMPANY'S CONSTITUTION**

SIGNED by **ASAF YESHAYAHU SHAMIR**

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Director (signature)

DATED:

28.12.2025

**Raw Mobility Pty Ltd ACN 140 679 269 ("Company")**

**PROXY FORM**

Registered Office: C/- GREEN & STERNFELD PTY LTD LEVEL 1 1133-1145 MALVERN ROAD  
MALVERN VIC 3144

I/We .....

of .....

.....

being a member of the Company hereby appoint

.....

of .....

or in his/her absence, the Chairman of the meeting as our general/special proxy to vote on our behalf at the Meeting of the Company to be held on January 19 2026 commencing at 18:00 AEDT (UTC +11) / 07:00 GMT (UTC +0) or at any adjournment of that meeting.

Signed this            day of            2026.

**Shareholder's Execution**

(In accordance with the constitution of the entity)

.....

Unless otherwise instructed the proxy will vote as he or she thinks fit, or abstain from voting. Should the member wish to direct the proxy how to vote, the following should be completed.

**Agenda Item No:**

	FOR	AGAINST	ABSTAIN
1. That Bradley Grant Gishen, having breached his fiduciary duties to the Company, be removed as a director of the Company effective immediately.			
2. That Bradley Grant Gishen, having breached his statutory duties under the Corporations Act 2001 (Cth), be removed as a director of the Company effective immediately.			
3. That the Company be authorised and directed to take all necessary steps to seek an account of profits and/or restitution (including equitable compensation) from Bradley Grant Gishen and any related entities arising from the breaches of fiduciary and statutory duties, with the final remedy to be elected by the Company upon the availability of full financial disclosure.			
4. That the Company write to Mobivate Limited company number 08339609 requesting it account for all amounts earned from the Company's former and current customers, and demand reimbursement of those amounts to the Company in full and without setoff or deduction			

5. That the Company engage an independent forensic IT consultant to:

(a) prepare a report on the movement of customers and data off the Company's platform; and

(b) prepare an expert opinion on whether Mobivate is utilising any of the Company's Intellectual Property (including the 'Blender' source code or architecture) in its competing bulk SMS product(s).

6. That the Company engage a forensic accountant to prepare a report on the diminution of the Company's value following the diversion of revenue; such valuation to be prepared as at 1 January 2026 and compared to the valuation as at 30 June 2025.


Note:

11. A proxy must be executed:
  - (i) If the appointor is an individual, under the hand of the appointor or his/her duly authorised attorney; and
  - (ii) If the appointor is a corporation in accordance with the Company's Constitution or as authorised by the Corporations Act.
12. If an attorney signs, the relevant power of attorney must be lodged with the proxy.
13. A proxy must be lodged or faxed to the registered office of the Company not less than 48 hours before the meeting at which it is to be used.
14. If it is desired to appoint the Chairman of the Meeting as proxy, it is not necessary to fill in the name of the person appointed in the above form.
15. If two proxies are appointed and the proportion of shares exercisable by the proxy appointed by this form is not inserted, the proxy may exercise half of the voting rights of the appointor. An additional proxy form will be supplied by the Company on request for use by persons desiring to appoint a second proxy.

### **SIGNING INSTRUCTIONS**

Check your name and address and correct if necessary.

Sign where indicated on the Proxy form.

- **Joint Holders**

In case of joint holders of shares, all holders should sign.

- **Power of Attorney**

If signed under Power of Attorney, the power (or a certified copy of it) must be attached to this form (duly stamped if necessary). The attorney certifies he or she has received no revocation of the Power.

- **Corporations**

If a member is a corporation, the proxy form must be signed by:

- two directors of the corporation; or
- a director and a company secretary of the corporation; or
- if the corporation is a proprietary company that has a sole director who is also the sole company secretary — that director; or
- the corporation's appointed attorney under power of attorney.

Annexure A – Constitution

[ Attached to the email ]

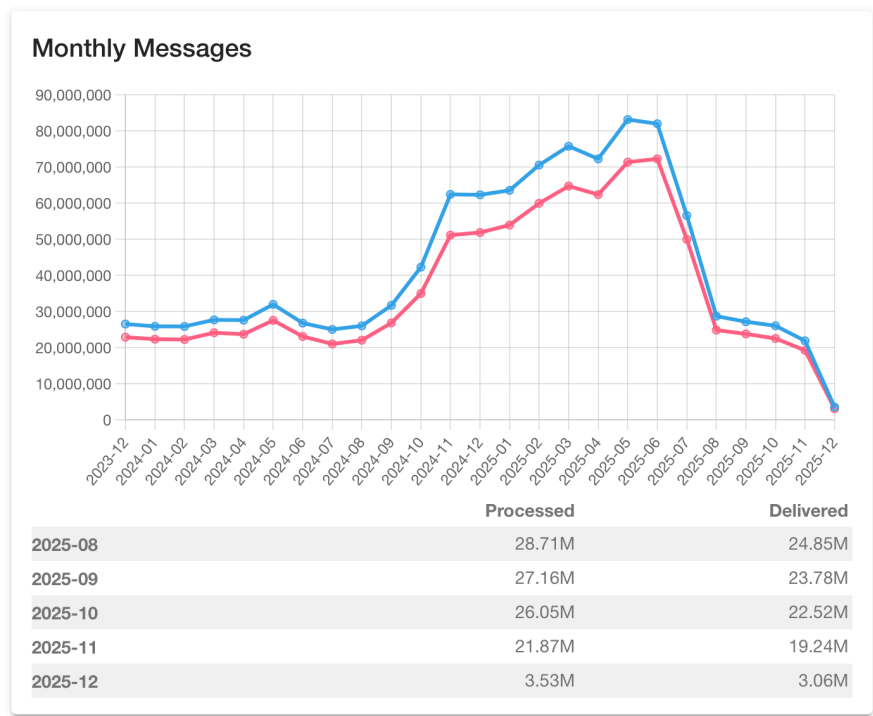


Annexure B – Shareholders Agreement

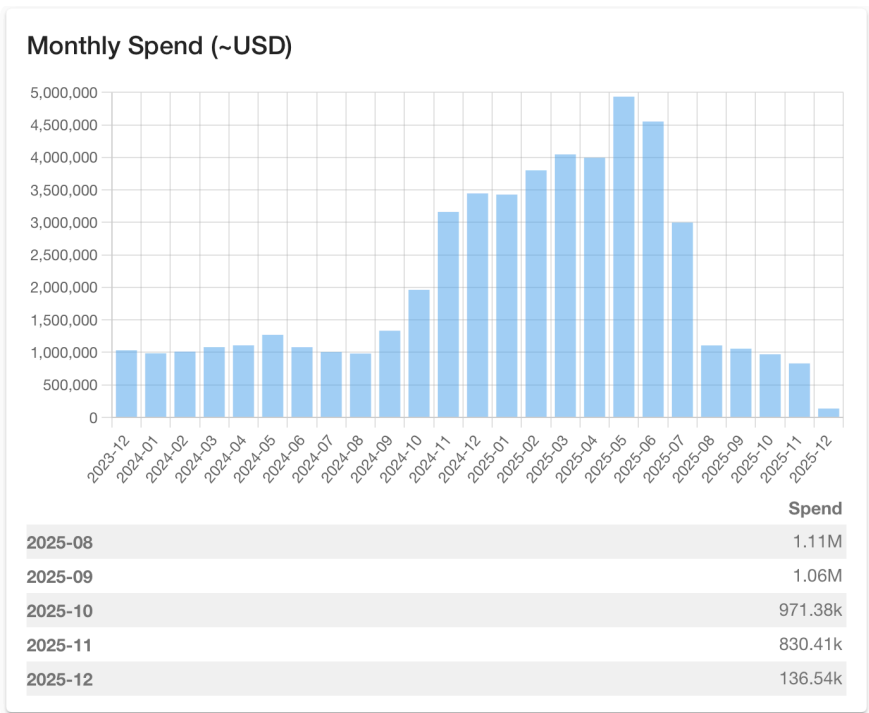
[ Attached to the email ]

Schedule – supporting evidence

Evidence of message volume drop and revenue drop:



Evidence of monthly revenue drop:



Evidence of instructions to migrate customers from Raw Mobility's Blender Platform:

mobivate

Q Create

🔔 1 ⚙️ 45

🏠 For you

🕒 Recent

★ Starred

🔧 Apps

📅 Plans

🔍 Projects

Recent

DEVELOPMENT

DEV-OPS

iSprint

Hub

Portal 2.0

More projects

Filters

Dashboards

Teams

Confluence

Goals

Customise sidebar

Projects / iSprint / Add parent /

ISPRINT-210

iSprint - Copy all Blender invoices into Dynamo DB

Done ✓ ✓

Details

Assignee

Reporter

Development

Releases

Labels

Due date

Priority

More fields

Automation

Sentry

Checklist

Created 23 June 1

Updated 10 July 2

Resolved 10 July 2

Quickstart

📄 Description

We also need to grab all existing Blender invoices/records for that user and create identical ones in DynamoDB.

🔗 Linked work items

blocks

DEVS-539 IN PROGRESS

Activity

All Comments History Work log Checklists history

Add a comment...

👍 Looks good! 🙋 Need help?

Pro tip: press **M** to comment

19:02

🔍 X

B Bulk

6 members • All of Mobivate...

🔍

Connor Tunesi created this, and modified assignee, status of issue HUB-856.

✓ HUB-856

mobivate.atlassian.net

Summary

Vortex - Test migration tool for paul@directbuildingproducts.co.uk

Assignee (added)

Connor Tunesi

Status (added)

To Do

OPEN IN JIRA

To modify/update settings, click [here](#)

1 Unread 21 min.

History is on

64

🗨️ 📷 🎤

Jira App 9:35 PM

Mike Ince created this, and modified assignee, status of issue HUB-871.

✓ HUB-871

mobivate.atlassian.net

Summary

anakatech migration info

Assignee (added)

Connor Tunesi

Status (added)

To Do

OPEN IN JIRA

To modify/update settings, click [here](#)

Chat content



Evidence of instructions to scrape and migrate data from Raw Mobility's Blender platform to Mobivate's new (Vortex) platform:

Projects /  DEVELOPMENT /  DEVS-539

## iSprint - Create backend migration script for Vortex












### ▼ Description

We need to create a backend migration for iSprint that allows us to dynamically migrate users to Vortex.

### ▼ Linked work items



is blocked by

	ISPRINT-202	iSprint - Add a migrate button to Clients page	TO DO ▼	CT	==
	ISPRINT-204	iSprint - Migrate data from account_accountuser to DynamoDB vortex...	DONE ▼	CT	==
<input checked="" type="checkbox"/>	ISPRINT-205	iSprint - Create function to get userinfo from Blender	DONE ▼	CT	==
<input checked="" type="checkbox"/>	ISPRINT-206	iSprint - Update user password for Vortex account via API	DONE ▼	CT	==
<input checked="" type="checkbox"/>	ISPRINT-207	iSprint - Get current user balance from Blender and create a user trans...	DONE ▼	CT	==
<input checked="" type="checkbox"/>	ISPRINT-208	iSprint - Nullify the Blender wallet	DONE ▼	CT	==
<input checked="" type="checkbox"/>	ISPRINT-209	iSprint - Get all Blender routes for this user	DONE ▼	CT	==
<input checked="" type="checkbox"/>	ISPRINT-212	iSprint - Copy Users Longcodes and Shortcodes	DONE ▼	CT	==
<input checked="" type="checkbox"/>	ISPRINT-214	iSprint - Update MongoDB tables to include new vortexID	IN PROGRESS ▼	CT	==
<input checked="" type="checkbox"/>	ISPRINT-210	iSprint - Copy all Blender invoices into Dynamo DB	DONE ▼	CT	==
	DEVS-534	Vortex - Send out migration confirmation email to user	IN PROGRESS ▼	CT	==
	ISPRINT-225	iSprint - Copy users Shortcode keywords and Opt-Out URLs	IN PROGRESS ▼	CT	==
	ISPRINT-226	iSprint - Map old routes to existing routes	DONE ▼	CT	==
	ISPRINT-227	iSprint - Copy over SMS Opt-Out numbers	TO DO ▼	CT	==
	ISPRINT-228	iSprint - Update account_accountuser on migration	DONE ▼	CT	==
	DEVS-548	iSprint - Update Opt-Out URLs configuration table with user id	DONE ▼	CT	==
	ISPRINT-229	iSprint - Update Longcodes, shortcodes and keyword shortcodes in M...	DONE ▼	CT	==

Evidence of instructions to migrate Opt-out data to Mobivate's new platform:

Today

Jira App 12:33 AM



John Huseinovic created this, and modified assignee, status of issue DEVS-559.



**DEVS-559**  
mobivate.atlassian.net

#### Summary

New Reseller API: Migrate SMS Optouts to Vortex

#### Assignee (added)

John Huseinovic

#### Status (added)

To Do



[OPEN IN JIRA](#)

To modify/update settings, click [here](#)

Evidence of replication of Raw Mobility's Optimove-Bridge and migration of Optimove related customers from Raw Mobility to Mobivate's new (Vortex) platform:

```
iTerm2  Shell  Edit  View  Session  Scripts  Profiles  Window  Help
optimove@ip-10-0-10-63:~/script/api-check
X optimove@ip-10-0-10-63:~/script/api-check (ssh)

-----
Check Date      : 2025-11-25 07:48:43 UTC
User            : BuzzBingo
API Endpoint    : https://api5.optimove.net
API Key         : 6b315a*****abe2
Event Registered: FALSE
Moved to Vortex: Confirmed - Moved to Mobivate
=== Messages Sent VIA ===
EventTypeID: 4 → https://vortex.mobivatebulksms.com/reseller/optimove/v-97BE2FBB0A931B31254ACC8EFA6A6358
EventTypeID: 13 → https://vortex.mobivatebulksms.com/reseller/optimove/v-97BE2FBB0A931B31254ACC8EFA6A6358
EventTypeID: 14 → http://xc-receiver.optimobile:8080/v1/scheduled
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Check Date      : 2025-11-25 07:48:48 UTC
User            : crm@offsidegaming.com
API Endpoint    : https://api5.optimove.net
API Key         : 518db0*****030c
Event Registered: FALSE
Moved to Vortex: Confirmed - Moved to Mobivate
=== Messages Sent VIA ===
EventTypeID: 4 → https://vortex.mobivatebulksms.com/reseller/optimove/v-1E4B018F0A000A9D2F80E050CDDDF461
EventTypeID: 13 → https://vortex.mobivatebulksms.com/reseller/optimove/v-1E4B018F0A000A9D2F80E050CDDDF461
EventTypeID: 11 → https://vortex.mobivatebulksms.com/reseller/optimove/v-1E4B018F0A000A9D2F80E050CDDDF461
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Check Date      : 2025-11-25 07:49:03 UTC
User            : oliver@ukmeds.co.uk
API Endpoint    : https://api5.optimove.net
API Key         : 5da9f0*****0e65
Event Registered: FALSE
Moved to Vortex: Confirmed - Moved to Mobivate
=== Messages Sent VIA ===
EventTypeID: 4 → https://vortex.mobivatebulksms.com/reseller/optimove/v-D73EAC7C0A931B314C3B1DB80B72EFDA
EventTypeID: 13 → https://vortex.mobivatebulksms.com/reseller/optimove/v-D73EAC7C0A931B314C3B1DB80B72EFDA
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Check Date      : 2025-11-25 07:49:19 UTC
User            : kat@lucky7.ventures
API Endpoint    : https://api5.optimove.net
API Key         : b3f375*****6e67
Event Registered: FALSE
Moved to Vortex: Confirmed - Moved to Mobivate
=== Messages Sent VIA ===
EventTypeID: 13 → https://vortex.mobivatebulksms.com/reseller/optimove/v-D7DFB7230A000A9D6BE04FE1113BCAD5
EventTypeID: 4 → https://vortex.mobivatebulksms.com/reseller/optimove/v-D7DFB7230A000A9D6BE04FE1113BCAD5
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```



```
iTerm2  Shell  Edit  View  Session  Scripts  Profiles  Window  Help
optimove@ip-10-0-10-63:~/script/api-check

X optimove@ip-10-0-10-63:~/script/api-check (ssh)

-----
Check Date      : 2025-11-25 07:49:24 UTC
User            : mjh68053@gmail.com
API Endpoint    : https://api5.optimove.net
API Key         : 5d4986*****cbce
Event Registered: FALSE
Moved to Vortex: Confirmed - Moved to Mobivate
=== Messages Sent VIA ===
EventTypeID: 4 → https://vortex.mobivatebulksms.com/reseller/optimove/v-e968903f-2e5a-480e-ad02-34adbe62002b
EventTypeID: 13 → https://vortex.mobivatebulksms.com/reseller/optimove/v-e968903f-2e5a-480e-ad02-34adbe62002b
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Check Date      : 2025-11-25 07:49:29 UTC
User            : offsidelsbets
API Endpoint    : https://api5.optimove.net
API Key         : 8e0746*****c075
Event Registered: FALSE
Moved to Vortex: Confirmed - Moved to Mobivate
=== Messages Sent VIA ===
EventTypeID: 4 → https://vortex.mobivatebulksms.com/reseller/optimove/v-61BB75550A931B310E87203EAFB6CE7D
EventTypeID: 13 → https://vortex.mobivatebulksms.com/reseller/optimove/v-61BB75550A931B310E87203EAFB6CE7D
EventTypeID: 11 → https://vortex.mobivatebulksms.com/reseller/optimove/v-61BB75550A931B310E87203EAFB6CE7D
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Check Date      : 2025-11-25 07:49:34 UTC
User            : alex.bodie@asurewin.com
API Endpoint    : https://api4.optimove.net
API Key         : 8c699d*****19b6
Event Registered: FALSE
Moved to Vortex: Confirmed - Moved to Mobivate
=== Messages Sent VIA ===
EventTypeID: 4 → https://vortex.mobivatebulksms.com/reseller/optimove/v-8D2A556D0A000A9D539D5DB93C64C975
EventTypeID: 13 → https://vortex.mobivatebulksms.com/reseller/optimove/v-8D2A556D0A000A9D539D5DB93C64C975
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Check Date      : 2025-11-25 07:49:40 UTC
User            : aristide.t@keitamedia.com
API Endpoint    : https://api5.optimove.net
API Key         : dc46f3*****86bb
Event Registered: FALSE
Moved to Vortex: Confirmed - Moved to Mobivate
=== Messages Sent VIA ===
EventTypeID: 13 → https://vortex.mobivatebulksms.com/reseller/optimove/v-EDCC79850A000A9D539D5DB9986ED05D
EventTypeID: 4 → https://vortex.mobivatebulksms.com/reseller/optimove/v-EDCC79850A000A9D539D5DB9986ED05D
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