



**NOTICE
OF AN
EXTRAORDINARY GENERAL MEETING
OF THE
SHAREHOLDERS
OF
DIVIDE CAYMAN LIMITED**

TO BE HELD AT 4:00 P.M. ON AUGUST 4, 2025

Dear Shareholder,

You are invited to, and notice is hereby given for, an extraordinary general meeting (the “**Meeting**”) of the holders of Ordinary Shares and Preferred Shares (the “**Shareholders**”) of Divide Cayman Limited, a Cayman Islands exempted company (the “**Company**”). The Meeting has been called by the board of directors of the Company (the “**Board**”) in accordance with Article 31.2 of the Amended and Restated Articles of Association of the Company and will be held on August 4, 2025 at 4 p.m., at either the Westin Buckhead Atlanta located at 3391 Peachtree Rd. NE, Atlanta, GA 30326 or by means of telephone conferencing via Zoom at the dial-in information listed on the Voting Instructions attached hereto as Exhibit A.

At the Meeting, you will be asked to consider and, if thought appropriate, pass the following Ordinary Resolution (the “**Ordinary Resolution**”):

"It is resolved, as an Ordinary Resolution, that Kim Miller be appointed as a member of the board of directors of the Company as a non-Motive Director to serve until the earlier of her vacating of office or removal in accordance with the Amended and Restated Memorandum and Articles of Association of the Company."

For your consideration, we have attached hereto as Exhibit B a biography of Kim, which includes her background and experience.

The Board has fixed 8 p.m. EST on July 15, 2025, as the record date (the “**Record Date**”) for the Meeting. Only the holders of record of the Ordinary Shares and Preferred Shares of the Company as at the close of business on the Record Date are entitled to receive notice of and attend the Meeting and any adjournment thereof. No person shall be entitled to vote at the Meeting unless it is registered as a shareholder of the Company as of the Record Date. If you wish to vote by proxy, the Form of Proxy please refer to the Access letter you received that contains further instructions with respect to how to do so.

The Ordinary Resolution must be approved by a simple majority of the Shareholders being entitled to do so, by vote in person or, where proxies are allowed, by proxy at a Meeting (which, for the avoidance of doubt, includes the vote of all of the issued and outstanding Preferred Shares voting on an as-converted basis and together with the Ordinary Shares as a single class).

We look forward to your participation at the Meeting.

**Nandan Sheth, Director and CEO on
behalf of the Board of Directors of
the Company**

Nandan Sheth

EXHIBIT A
VOTING INSTRUCTIONS

Voting and online attendance

The Company is pleased to provide the Shareholders with the opportunity to attend the Meeting through an online meeting platform powered by its share registry, Automic, where Shareholders will be able to watch, listen, and vote online. Shareholders will be able to attend the Meeting online and can pre-register in advance for the virtual meeting here: https://us02web.zoom.us/webinar/register/WN_tyX50VqlQ0KCFL2Z3NUK0g#/registration

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting. An account can be created via the following link investor.automic.com.au and then clicking on “register” and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

To access the Meeting online (Registration will open 30 minutes prior to the meeting):

1. Open your internet browser and go to investor.automic.com.au.
 2. Login with your username and password or click “**register**” if you haven’t already created an account.
- Shareholders are encouraged to create an account prior to the start of the Meeting to ensure there is no delay in attending the Meeting online.**
3. After logging in, a banner will be displayed at the bottom of your screen.
 4. Click on “**Register**” and follow the steps.
 5. Click on the URL to join the webcast where you can view and listen to the Meeting.
 6. Once the Chairperson of the Meeting has declared the poll open for voting click on “**Refresh**” to be taken to the voting screen.
 7. Select your voting direction and click “**save**” to submit your vote. Note that you cannot amend your **vote after it has been submitted**.

Voting by Proxy

This is to be used by Shareholders if they wish to appoint a representative to vote in their place. All Shareholders are invited to attend the Meeting or, if they are unable to attend, sign and return the Form of Proxy to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting.

Please note that:

- a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- a proxy need not be a member of the Company; and
- a member of the Company 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, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The Proxy Voting Form referenced in the Access Letter that you received provides further details regarding the appointment of proxies and lodgement of Proxy Forms.

To be valid, your Form of Proxy (and any power of attorney under which it is signed) must be received at one of the addresses given below no later than 48 hours before the commencement of the Meeting. Any Form of Proxy received after that time will not be valid.

By online voting: <https://investor.automic.com.au/#/loginsah>

By email: meetings@automicgroup.com.au

By fax: +61 2 8583 3040

By post: Automic

GPO Box 5193

Sydney NSW 2001

If a Shareholder appoints the Chairperson as his or her proxy or the Chairperson is appointed as the Shareholder's proxy by default and the Shareholder does not direct the Chairperson as to how to vote, then the Form of Proxy provides that the Divide Cayman Limited Shareholder expressly authorises the Chairperson to exercise the proxy in

respect of the relevant item of business, even where the Ordinary Resolution in respect of an item of business is directly or indirectly connected to the remuneration of the Chairperson or is a resolution in respect of which the Chairperson has a material personal interest.

EXHIBIT B BIOGRAPHY

New Director Bios



Kim Miller (*Independent*)

- **Leadership experience:** President Saks OFF 5TH (2023-present), former CEO The Boutique Brands (2019-2022), former CMO Rakuten (2016-2019) and has held various other positions in marketing / digital commerce at Charlotte Russe, Philosophy, Hewlett Packard and Macys.com
- **Board / advisory experience:** Board Member Women in Retail Leadership Circle (2025-present), Strategic Advisor Rosebud Woman (2023-present), Advisor Capturefully (2022-present) and Former Independent Director RuffleButts (2021-2024)
- **Expertise:** E-commerce, digitally native merchants, medium/large retailers and marketplaces