Diginex Limited Announces Extraordinary General Meeting to Approve Proposed Acquisition of Resulticks

September 25, 2026

LONDON, Sept. 25, 2026 (GLOBE NEWSWIRE) -- **Diginex Limited** (NASDAQ: DGNX) (“Diginex” or the “Company”), a leading provider of Sustainability RegTech solutions, today announced that its Board of Directors has resolved to convene an Extraordinary General Meeting of shareholders (the “EGM”) to be held on Thursday, October 8, 2026 at 10:00 a.m. (Eastern Time), virtually via webcast and teleconference, for shareholders of record as of the close of business on August 14, 2026. On September 24, 2026, the notice of EGM, proxy statement and proxy card were furnished to the U.S. Securities and Exchange Commission (the “SEC”) under cover of Form 6-K.

At the EGM, the Company will seek shareholder approval of the following proposals:

Proposal 1. Transaction and Consideration Shares Proposal (the “**Transaction Proposal**”) – a proposal to resolve, by ordinary resolution, that:

(a) the Company’s entry into the Amended and Restated Sale and Purchase Agreement dated August 14, 2026 (the “ **A&R SPA**”) among the Company and the sellers named therein, pursuant to which the Company has agreed to acquire the entire issued and outstanding share capital of Resulticks Global Companies Pte. Limited (“**Resulticks**”), together with the transactions contemplated thereby (collectively, the “**Transaction**”), be and hereby is authorized, approved and ratified in all respects;

(b) the acquisition by the Company of all of the issued and outstanding share capital of Resulticks pursuant to the A&R SPA, be and hereby is authorized, approved and ratified in all respects;

(c) subject to the Changes of Authorized Share Capital (as defined below), the allotment and issuance by the Company to the sellers under the A&R SPA of an aggregate of 600,000,000 ordinary shares of the Company, subject to such proportionate adjustment as may be required pursuant to the A&R SPA as a result of any consolidation, subdivision or other reorganization of the Company’s share capital (the “ **Consideration Shares**”), credited as fully paid, be and hereby is authorized and approved; and

(d) the Directors of the Company (the “**Directors**”), or any one or more of them, be and hereby are authorized to take any and all actions and to execute, deliver and perform any and all agreements, certificates, instruments and other documents that they consider necessary, advisable or desirable to consummate the Transaction and give effect to this Transaction Proposal, including agreeing to such non-material amendments to the A&R SPA and related transaction documents as they may consider appropriate.

Proposal No. 2. Change of Control (the “**Change of Control Proposal**”) – a proposal, to resolve, by ordinary resolution, that the change of control of the Company resulting from the Transaction and the issuance of the Consideration Shares and other securities to be issued in connection therewith, including, to the extent applicable, for purposes of Nasdaq Listing Rule 5635(b), be and hereby is authorized and approved provided that nothing in this proposal shall constitute a waiver of or election not to rely upon any foreign-private-issuer home-country practice available to the Company under Nasdaq Listing Rule 5615(a)(3).

Proposal No. 3. Changes of Authorized Share Capital (the “**Changes of Authorized Share Capital Proposal**”) - a proposal, to resolve by ordinary resolution that, subject to and conditional upon the closing of the Transaction (other than the issuance of the Consideration Shares), the authorized share capital of the Company be increased and changed from US$200,000 divided into 495,000,000 ordinary shares of a par value of US$0.0004 each and 5,000,000 preferred shares of a par value of US$0.0004 each to US$520,000 divided into 1,300,000,000 ordinary shares of a par value of US$0.0004 each, by (i) the creation of 800,000,000 additional authorized ordinary shares of a par value of US$0.0004 each and (ii) the redesignation of 5,000,000 authorized but unissued preferred shares of US$0.0004 each as 5,000,000 authorized but unissued ordinary shares of a par value of US$0.0004 each (the “**Changes of Authorized Share Capital**”), each ranking pari passu in all respects with the existing shares of the same class.

Proposal No. 4. Share Consolidation (the “**Share Consolidation Proposal**”) - a proposal to resolve, by ordinary resolution that, immediately after the Changes of Authorized Share Capital takes effect, and subject to compliance with applicable law and the requirements of The Nasdaq Stock Market LLC:

(a) every ten (10) then issued and unissued ordinary shares of the Company of a par value of US$0.0004 each be consolidated into one (1) ordinary share of a par value of US$0.004 each (each, a “**Consolidated Ordinary Share**”), with such Consolidated Ordinary Shares ranking pari passu in all respects with one another and having the same rights and being subject to the same restrictions as the existing ordinary shares as set out in the existing memorandum and articles of association of the Company, save as to par value (the “**Share Consolidation**”);

(b) no fractional Consolidated Ordinary Shares shall be issued and any fractional entitlement otherwise arising shall be rounded up to the next whole Consolidated Ordinary Share, such that the authorized share capital of the Company shall become US$520,000 divided into 130,000,000 ordinary shares of a par value of US$0.004 each; and

(c) the number of ordinary shares, warrants, options, restricted share units, performance share units and other securities or rights exercisable for, convertible into or otherwise referencing ordinary shares of the Company, together with the applicable exercise, conversion or subscription prices thereof, shall be adjusted to reflect the Share Consolidation to the extent required by their terms and, in the case of securities issued or issuable pursuant to the A&R SPA, in accordance with the terms of the A&R SPA.

Proposal No. 5. Amended and Restated Memorandum and Articles of Association Proposal (the "**M&AA Amendment Proposal**") - a proposal to resolve, by special resolution, that subject to the Changes of Authorized Share Capital and Share Consolidation taking effect, the third amended and restated memorandum and articles of association of the Company be and hereby are approved and adopted in their entirety, in substitution for and to the exclusion of the existing second amended and restated memorandum and articles of association of the Company and the Directors, be and hereby are authorized to take all actions and make all filings with the Registrar of Companies of the Cayman Islands and any other governmental or regulatory authority that they consider necessary, advisable or desirable.

Proposal No. 6. Equity Incentive Plan Proposal (the "**EIP Proposal**") – a proposal to resolve, by ordinary resolution, that the second amended and restated 2024 Omnibus Incentive Plan of the Company be and hereby is approved and adopted in its entirety and in substitution for and to the exclusion of the existing Amended and Restated 2024 Omnibus Incentive Plan of the Company, such that (i) the aggregate number of shares that are available for issuance thereunder shall be increased from 5,400,000 ordinary shares to 9,000,000 ordinary shares (after factoring in the adjustment to be made as a result of the Share Consolidation), and (ii) all references to the par value of the ordinary shares of the Company shall be updated to reflect the revised par value as adjusted as a result of the Share Consolidation, and the Directors be and hereby are authorized to administer and implement such plan in accordance with its terms.

Proposal No. 7. Ancillary Transaction Agreements Proposal (the "**Ancillary Agreements Proposal**") - a proposal to resolve, by ordinary resolution, that to the extent not previously validly issued or approved and subject to the terms described in the Notice of Extraordinary General Meeting and accompanying proxy statement, the following transactions be and hereby are approved and, where appropriate, ratified and confirmed: (a) the Amended and Restated Deed of Undertaking dated August 14, 2026, including the termination and cancellation of the Diginex Founder Warrants, Outstanding IPO Warrants and applicable restricted stock units and performance stock units issued to Miles Pelham and the allotment and issuance of up to 40,000,000 ordinary shares to Rhino Ventures Limited, subject to the forfeiture / treasury-share or alternative security arrangements contemplated by the Transaction documents; (b) the Resulticks Additional Investment (as defined in the A&R SPA), including up to approximately 58,823,530 ordinary shares; and (c) up to 15,000,000 ordinary shares payable to the transaction introducer, in each case subject to proportionate adjustment for the Share Consolidation; provided that nothing in this proposal shall constitute a waiver of or election not to rely upon any foreign-private-issuer home-country practice available to the Company under Nasdaq Listing Rule 5615(a)(3).

Proposal No. 8. Adjournment Proposal (the "**Adjournment Proposal**") – a proposal to resolve, by ordinary resolution, that the chairman of the Extraordinary General Meeting be and hereby is authorized to adjourn the Meeting to a later date or dates, on one or more occasions, if necessary or advisable (a) to permit any required or advisable supplement or amendment to the Notice of Extraordinary General Meeting and accompanying proxy statement to be furnished to shareholders, (b) to permit the Company to solicit additional proxies in favor of any proposal submitted at the Meeting or (c) if the chairman otherwise determines that an adjournment is necessary or advisable to facilitate the orderly conduct of the Extraordinary General Meeting or completion of the Transaction.

Full details of the proposals to be presented to the Company's shareholders are set out in the Notice of EGM and accompanying proxy statement and proxy card, which have been furnished to the SEC under cover of Form 6-K and are available at www.sec.gov, at https://www.cstproxy.com/diginex/egm2026 and on the Company's website at www.diginex.com. These materials are expected to be mailed to shareholders on or about September 24, 2026. The Company's Ordinary Shares will continue to trade on Nasdaq under the symbol "DGNX". The Board of Directors has unanimously approved each of the proposals and recommends that shareholders vote "FOR" each of them. Shareholders are urged to read the proxy materials carefully and to vote their shares.

The EGM will be accessible by webcast at https://www.cstproxy.com/diginex/egm2026 and by listen-only teleconference on 1 800-450-7155 (toll-free within the U.S. and Canada) or +1 857-999-9155 (outside the U.S. and Canada; standard rates apply), Conference ID 0374507#. Shareholders may vote by internet at www.cstproxyvote.com or https://www.cstproxy.com/diginex/egm2026, or by returning a completed proxy card by mail, and may change their vote online until 11:59 p.m. (Eastern Time) on October 7, 2026. Shareholders holding through a broker, bank or other nominee should follow the instructions provided by their nominee. Shareholders who need assistance with voting may contact Continental Stock Transfer & Trust Company at proxy@continentalstock.com or (917) 262-2373.

The Company remains focused on executing its strategic priorities and advancing its long-term business objectives.

About Diginex

Diginex Limited (NASDAQ: DGNX) ("Diginex" or the "Company") is a London-headquartered RegTech business, providing ESG, sustainability and compliance solutions through an integrated platform trusted by global enterprises and financial institutions.

Its portfolio of products and services spans the full sustainability lifecycle, including Diginex ESG (reporting), Plan A (carbon accounting), Matter (data and investment intelligence), Lumen (supply chain risk and traceability), Apprise (worker voice), and The Remedy Project (human rights remediation), combining technology, analytics and advisory services to turn verified data into decision-ready business intelligence.

For more information, please visit the Company's website: https://www.diginex.com/.

Forward-Looking Statements

Certain statements in this announcement are forward-looking statements. These forward-looking statements involve known and unknown risks and uncertainties and are based on the Company's current expectations and projections about future events that the Company believes may affect its financial condition, results of operations, business strategy and financial needs. These include, but are not limited to, statements regarding the timing and outcome of the EGM, the implementation and expected effects of the proposed share consolidation, the proposed acquisition of Resulticks and its expected timing, approval of the Company's Nasdaq initial listing application in connection with the Transaction, and the Company's strategic plans. Investors can identify these forward-looking statements by words or phrases such as “approximates,” “believes,” “hopes,” “expects,” “anticipates,” “estimates,” “projects,” “intends,” “plans,” “will,” “would,” “should,” “could,” “may” or other similar expressions. The Company undertakes no obligation to update or revise publicly any forward-looking statements to reflect subsequent occurring events or circumstances, or changes in its expectations, except as may be required by law. Although the Company believes that the expectations expressed in these forward-looking statements are reasonable, it cannot assure you that such expectations will turn out to be correct, and the Company cautions investors that actual results may differ materially from the anticipated results and encourages investors to review other factors that may affect its future results disclosed in the Company's filings with the SEC.

Diginex
Investor Relations
Email: ir@diginex.com

IR Contact – Europe
Jan Hutterer
Kirchhoff Consult
Phone: +49 (40) 609186-0
Email: diginex@kirchhoff.de

IR Contact – US
Jackson Lin
Lambert by LLYC
Phone: +1 (646) 717-4593
Email: jian.lin@llyc.global