

**ASX RELEASE**

## Notice of 2021 Annual General Meeting

**15 October 2021 – Weebit Nano Limited (ASX: WBT)** attaches the following documents relating to the 2021 Annual General Meeting of Weebit Nano Limited to be held at 4:00pm (AEDT) on Tuesday, 16 November 2021:

- Notice of Annual General Meeting
  - Proxy Form
  - Notice and Access Letter
- ENDS -

*This announcement has been authorised for release by the Board of Weebit Nano Limited.*

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**About Weebit Nano Limited**

Weebit Nano Ltd. is a leading developer of next-generation semiconductor memory technology. The company's ground-breaking Resistive RAM (ReRAM) addresses the growing need for significantly higher performance and lower power memory solutions in a range of new electronic products such as Internet of Things (IoT) devices, smartphones, robotics, autonomous vehicles, 5G communications and artificial intelligence.

Weebit's ReRAM allows semiconductor memory elements to be significantly faster, less expensive, more reliable and more energy efficient than those using existing Flash memory solutions. Because it is based on fab-friendly materials, the technology can be quickly and easily integrated with existing flows and processes, without the need for special equipment or large investments.

See: [www.weebit-nano.com](http://www.weebit-nano.com) or follow us on <https://twitter.com/WeebitNano>

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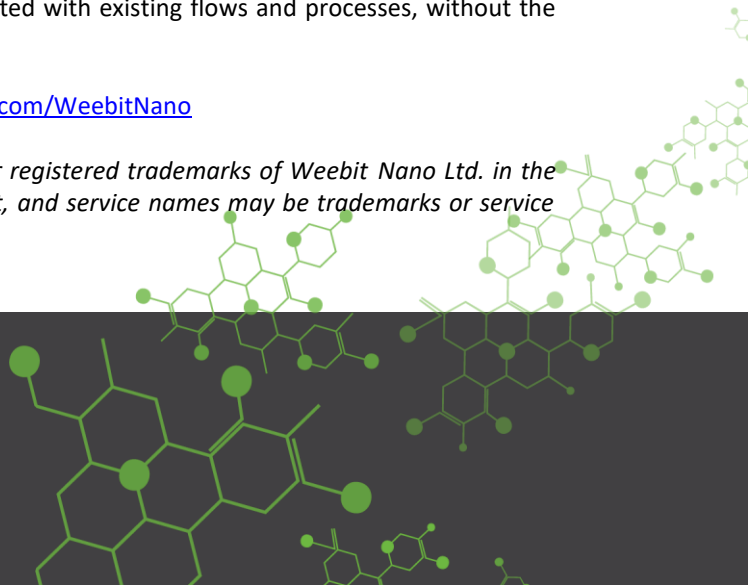
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**Weebit Nano Limited**  
(ACN 146 455 576)

## Notice of Annual General Meeting

This is an important document. Please read it carefully.

**IMPORTANT NOTICE:**

**Due to the current COVID-19 related restrictions on public gatherings, this Weebit Nano Limited Meeting will be held online only.**

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Notice is given that the Annual General Meeting (**Meeting**) of Shareholders of Weebit Nano Limited (**Company**) will be held on:

Date:

Tuesday, 16 November 2021

Time:

4.00pm (AEDT)

Place of Meeting:

Online

In light of the ongoing risks and social distancing requirements related to the COVID-19 pandemic, this Meeting will be conducted virtually, with the health and safety of our Shareholders and employees being of paramount importance. Shareholders will **not** be permitted to physically attend the Meeting. Shareholders are to vote on the Resolutions to be considered at the Meeting by either lodging their proxy online at [www.investorvote.com.au](http://www.investorvote.com.au) in advance of the Meeting or voting online during the Meeting.

**Register in advance for the virtual Meeting at:**

<https://us02web.zoom.us/meeting/register/tZEtf-CvrTwqGtbVILjRmq0xNbBfbWSaq81u>

After registering, you will receive a confirmation email containing information about joining the Meeting.

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## Business

### Financial Statements and Reports

To receive and consider the Company's Annual Report, including the Directors' Report and Auditor's Report for the year ended 30 June 2021.

#### Resolution 1: Adoption of the Remuneration Report

To consider and, if thought fit, to pass, the following resolution as a **non-binding ordinary resolution**:

*"That, for the purpose of Section 250R(2) of the Corporations Act, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Report for the financial year ended 30 June 2021."*

#### Note:

- The vote on this Resolution is advisory only and does not bind the Directors or the Company.

#### Voting Exclusion Statement:

The Company will disregard any votes cast (in any capacity) on Resolution 1 by or on behalf of a KMP Member named in the Remuneration Report for the year ended 30 June 2021, or that KMP Member's closely related party, regardless of the capacity in which the vote is cast; or as a proxy by a KMP Member as at the date of the Meeting, or that KMP Member's closely related party, unless the vote is cast as proxy for a person entitled to vote on this Resolution:

- (a) in accordance with a direction on the Proxy Form; or
- (b) by the Chairman as proxy for a person entitled to vote in accordance with a direction on the Proxy Form, that the appointment expressly authorises the Chairman to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a KMP Member.

**What this means for Shareholders:** If you intend to appoint a KMP Member (such as one of the Directors) as your proxy, please ensure that you direct them how to vote on Resolution 1. If you appoint the Chairman as your proxy, and you do not direct your proxy how to vote on Resolution 1 on the Proxy Form, you will be expressly authorising the Chairman of the Meeting to exercise the proxy even if the resolution is connected, directly or indirectly, with the remuneration of the KMP Members which includes the Chairman.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 1.

#### Resolution 2: Re-election of Mr Ashley Krongold as a Director

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

*"That Mr Ashley Krongold, who retires by rotation in accordance with clause 14.2 (Rotation of Directors) of the Company's Constitution and, being eligible for re-election, be re-elected as a Director of the Company."*

#### Resolution 3: Re-election of Mr Fred Bart as a Director

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

*"That Mr Fred Bart, who retires by rotation in accordance with clause 14.2 (Rotation of Directors) of the Company's Constitution and, being eligible for re-election, be re-elected as a Director of the Company."*

#### Resolution 4: Approval of Additional 10% Placement Capacity

To consider and, if thought fit, pass the following resolution, with or without amendment, as a **special resolution**:

*"That, for the purpose of ASX Listing Rule 7.1A and for all other purposes, approval is given for the issue of equity securities up to 10% of the issued share capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rules 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum"*.

The Company is not proposing to make an issue of equity securities under Listing Rule 7.1A.2 at the time the approval is sought, and accordingly no voting exclusion statement applies to this Resolution 4.

## Resolution 5A: Approval of Amendments to Terms of Existing Employee Incentive Option Plan

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

*“That, for the purposes of ASX Listing Rule 6.23.4 and for all other purposes, approval is given for the Company to amend the terms of all outstanding Options issued under the Company’s Employee Incentive Option Plan to allow the cashless exercise of such Options on the terms, and in the manner, set out in the Explanatory Memorandum.”*

### **Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of this Resolution 5A by any person who holds an Option that is the subject of this approval.

However, votes will not be disregarded if they are cast as proxy for a person entitled to vote on Resolution 5A:

- (a) in accordance with the directions on the Proxy Form; or
- (b) by the person chairing the Meeting, in accordance with a direction on the Proxy Form to vote as the proxy decides; or
- (c) by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Chairman of the Meeting intends to vote undirected proxies in favour of this Resolution 5A.

## Resolution 5B: Approval of Amended Employee Incentive Option Plan

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

*“That, for the purpose of ASX Listing Rule 7.2 (Exception 13(b)) and for all other purposes, the Company’s Employee Incentive Option Plan with the amendments described in the Explanatory Memorandum (**Amended Plan**) and the issue of Options under that scheme on the terms and conditions set out in the Explanatory Memorandum be approved.”*

### **Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of this Resolution 5B by any person who is eligible to participate in the Employee Incentive Option Plan.

However, votes will not be disregarded if they are cast as proxy for a person entitled to vote on Resolution 5B:

- (a) in accordance with the directions on the Proxy Form; or
- (b) by the person chairing the Meeting, in accordance with a direction on the Proxy Form to vote as the proxy decides; or
- (c) by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Chairman of the Meeting intends to vote undirected proxies in favour of this Resolution 5B.

## Resolution 6: Approval of Issue of Options to Executive Director of the Company, Mr Jacob Hanoch

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

*“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue up to 960,000 Options to Mr Jacob Hanoch, or his nominee in the particular circumstances and as described in the Explanatory Memorandum.”*

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**Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of this Resolution 6 by Mr Jacob Hanoch (or his nominee/s) and any of his associates and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company).

However, votes will not be disregarded if they are cast as proxy for a person entitled to vote on Resolution 6:

- (a) in accordance with the directions on the Proxy Form; or
- (b) by the person chairing the Meeting, in accordance with a direction on the Proxy Form to vote as the proxy decides; or
- (c) by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Chairman of the Meeting intends to vote undirected proxies in favour of this Resolution 6.

**Resolution 7: Approval of Issue of Options to Non-executive Director of the Company, Mr David Perlmutter**

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

*“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue up to 800,000 Options to Mr David Perlmutter, or his nominee in the particular circumstances and as described in the Explanatory Memorandum.”*

**Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of this Resolution 7 by Mr David Perlmutter (or his nominee/s) and any of his associates and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company).

However, votes will not be disregarded if they are cast as proxy for a person entitled to vote on Resolution 7:

- (a) in accordance with the directions on the Proxy Form; or
- (b) by the person chairing the Meeting, in accordance with a direction on the Proxy Form to vote as the proxy decides; or
- (c) by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Chairman of the Meeting intends to vote undirected proxies in favour of this Resolution 7.

**Resolution 8: Approval of Issue of Options to Executive Director of the Company, Dr Yoav Nissan-Cohen**

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

*“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue 120,000 Options to Dr Yoav Nissan-Cohen, or his nominee in the particular circumstances and as described in the Explanatory Memorandum.”*

**Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of this Resolution 8 by Dr Yoav Nissan-Cohen (or his nominee/s) and any of his associates and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company).

However, votes will not be disregarded if they are cast as proxy for a person entitled to vote on Resolution 8:

- (a) in accordance with the directions on the Proxy Form; or

- (b) by the person chairing the Meeting, in accordance with a direction on the Proxy Form to vote as the proxy decides; or
- (c) by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
- (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Chairman of the Meeting intends to vote undirected proxies in favour of this Resolution 8.

### **Resolution 9: Approval of Issue of Options to Non-executive Director of the Company, Mr Ashley Krongold**

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

*“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue 80,000 Options to Mr Ashley Krongold, or his nominee in the particular circumstances and as described in the Explanatory Memorandum.”*

#### **Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of this Resolution 9 by Mr Ashley Krongold (or his nominee/s) and any of his associates and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company).

However, votes will not be disregarded if they are cast as proxy for a person entitled to vote on Resolution 9:

- (a) in accordance with the directions on the Proxy Form; or
- (b) by the person chairing the Meeting, in accordance with a direction on the Proxy Form to vote as the proxy decides; or
- (c) by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Chairman of the Meeting intends to vote undirected proxies in favour of this Resolution 9.

### **Resolution 10: Approval of Issue of Options to Non-executive Director of the Company, Mr Fred Bart**

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

*“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue 80,000 Options to Mr Fred Bart, or his nominee in the particular circumstances and as described in the Explanatory Memorandum.”*

#### **Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of this Resolution 10 by Mr Fred Bart (or his nominee/s) and any of his associates and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company).

However, votes will not be disregarded if they are cast as proxy for a person entitled to vote on Resolution 10:

- (a) in accordance with the directions on the Proxy Form; or
- (b) by the person chairing the Meeting, in accordance with a direction on the Proxy Form to vote as the proxy decides; or
- (c) by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting; and
- (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Chairman of the Meeting intends to vote undirected proxies in favour of this Resolution 10.

### **Resolution 11: Approval of Issue of Options to Non-executive Director of the Company, Mr S. Atiq Raza**

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

*“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue 80,000 Options to Mr S. Atiq Raza, or his nominee in the particular circumstances and as described in the Explanatory Memorandum.”*

#### **Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of this Resolution 11 by Mr S. Atiq Raza (or his nominee/s) and any of his associates and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company).

However, votes will not be disregarded if they are cast as proxy for a person entitled to vote on Resolution 11:

- (a) in accordance with the directions on the Proxy Form; or
- (b) by the person chairing the Meeting, in accordance with a direction on the Proxy Form to vote as the proxy decides; or
- (c) by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
- (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting; and
- (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Chairman of the Meeting intends to vote undirected proxies in favour of this Resolution 11.

### **Resolution 12: Re-insertion of Partial Takeover Plebiscites provision in the Constitution**

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

*“That the Partial Takeover Plebiscites provision in rule 36 of the Company’s constitution be re-inserted for a further period of three years commencing from the date of the 2021 Annual General Meeting.”*

#### **Other business**

To consider any other business that may lawfully be brought forward in accordance with the constitution of the Company or the law.

#### **Other information**

An Explanatory Memorandum accompanies and forms part of this Notice of Meeting.

All Shareholders should read the Explanatory Memorandum carefully and in its entirety. Shareholders who are in doubt regarding any part of the business of the Meeting should consult their financial or legal adviser for assistance.

#### **Entitlement to vote**

In accordance with Section 1074E(2)(g)(i) of the Corporations Act and Regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purposes of the Meeting all Shares will be taken to be held by the persons who held them as registered Shareholders at 7.00pm (AEDT) on

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14 November 2021. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

### **Voting by proxy**

Any Shareholder entitled to attend and vote at this Meeting is entitled to appoint a proxy to attend and vote instead of that Shareholder.

The proxy does not need to be a Shareholder of the Company.

A Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the Shareholder's votes.

Proxies must be lodged online at [www.investorvote.com.au](http://www.investorvote.com.au) in accordance with the instructions there not later than 4.00pm (AEDT) on Sunday, 14 November 2021.

### **Custodian voting**

For intermediary online subscribers only (Custodians) please submit your voting instructions at [www.intermediaryonline.com](http://www.intermediaryonline.com).


**In light of the COVID-19 pandemic, we encourage all Shareholders to vote by proxy in advance of the Meeting.**

### **How to submit your vote during the Meeting**

If you wish to cast your vote during the Meeting, please follow the instructions below:

Step 1: Visit [web.lumiagm.com/324737429](http://web.lumiagm.com/324737429)

Step 2: Enter username (SRN or HIN) and password (Postcode or Country code)

Step 3: When the poll is open, the vote icon  will be accessible by selecting the voting icon at the top of your screen

Step 4: Select your voting option (For/Against/Abstain) for each Resolution.

### **Default to the Chairman of the Meeting**

If you do not specify a proxy in your completed proxy vote or if the person you appoint as proxy does not participate in the Meeting, the Chairman of the Meeting will be taken to be your proxy by default. In accordance with the Corporations Act 2001, any directed proxies that are not voted as directed on a poll at the Meeting will automatically default to the Chairman of the Meeting, who is required to vote proxies as directed.

### **Corporate Representative**

A corporation may elect to appoint a representative in accordance with the Corporations Act, in which case the Company will require written proof of the representative's appointment, which must be lodged with, or presented to the Company, before the Meeting. A form of the certificate may be obtained from the share registry. The Company will retain the certificate of appointment of corporate representative.

### **Questions and comments by Shareholders at the Meeting**

In accordance with the Corporations Act, a reasonable opportunity will be given to Shareholders as a whole to ask questions or make comments on the management of the Company at the Annual General Meeting.

Relevant written questions to auditor must be received no later than 4.00pm (AEDT) on Tuesday, 9 November 2021. Please send written questions to [info@mertons.com.au](mailto:info@mertons.com.au) using the subject header "WBT AGM 2021 Question".

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### Technical difficulties

Technical difficulties may arise during the course of the Meeting. The Chairman has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising his discretion, the Chairman will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected. Where he considers it appropriate, the Chairman may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders are encouraged to lodge a proxy by 4:00 pm (AEDT) Sunday, 14 November 2021.

By order of the Board



**Mark Licciardo**  
**Company Secretary**  
Date: 15 October 2021

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**Weebit Nano Limited**  
(ACN 146 455 576)  
**Explanatory Memorandum**

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This Explanatory Memorandum sets out further information regarding the proposed items of business to be considered by Shareholders of Weebit Nano Limited (**Company**) at the 2021 Annual General Meeting to be held commencing at 4:00pm (AEDT) on Tuesday, 16 November 2021.

The Directors recommend that Shareholders read this Explanatory Memorandum before determining whether or not to support the Resolutions.

**Financial Statements and Reports**

Under Section 317 of the Corporations Act, the Company is required to lay its Annual Financial Report, Directors' Report and Auditor's Report before its Shareholders at its Annual General Meeting. The Annual Financial Report is submitted for Shareholders' consideration and discussion at the Annual General Meeting as required.

Meeting attendees are invited to direct questions to the Chairman in respect of any aspect of the Annual Report they wish to discuss. The Chairman of the Meeting will give Shareholders a reasonable opportunity to ask questions and make comments on the Annual Report. Shareholders will also be given a reasonable opportunity to ask the Auditor, Nexia Perth Audit Services Pty Ltd questions about the conduct of the audit and the content of the Auditor's Report.

**Resolution 1: Adoption of the Remuneration Report**

Resolution 1 provides Shareholders the opportunity to vote on the Company's Remuneration Report. The Remuneration Report is contained in the Directors Report. Under Section 250R(2) of the Corporations Act, the Company must put the adoption of its Remuneration Report to a vote at its Annual General Meeting.

This vote is advisory only and does not bind the Directors or the Company.

The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at this Meeting when reviewing Company's remuneration policies. If 25% or more of the votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of Company's Directors other than the Managing Director must be offered up for election.

**Board Recommendation and Voting Intention**

Noting that each Director has a personal interest in their own remuneration as set out in the Remuneration Report, the Board recommends that all Shareholders vote in **FAVOUR** of this Resolution.

The Chairman of the Meeting intends to vote undirected proxies in **FAVOUR** of this Resolution.

**Resolution 2: Re-election of Mr Ashley Krongold as a Director**

Under Clause 14.2 of the Company's Constitution one third of the Company's Directors, or the whole number nearest to one third, must retire unless re-elected.

Resolution 2 provides for the re-election of Mr Ashley Krongold as a Director of the Company in accordance with clause 14.2 (Rotation of Directors) of the Company's Constitution.

Mr Ashley Krongold was appointed as a Non-executive Director on 30 September 2016. Ashley is the CEO of The Krongold Group, a third-generation, family-run group of companies based in Melbourne, Australia with businesses spanning various industries. Prior to Krongold Group, Ashley spent 15 years in the Investment Banking and Accounting industries. He was a founding member of Investec Bank Australia, worked at William Buck Chartered Accountants, ANZ Corporate Finance (London) and ANZ Private Bank (Australia). He holds a Bachelor of Commerce and Business from Monash University, Melbourne.

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### ***Voting Exclusion Statement***

There are no voting exclusions for this Resolution.

### ***Board Recommendation and Voting Intention***

The Board (excluding Mr Krongold) unanimously recommends that Shareholders vote in **FAVOUR** of this Resolution.

The Chairman of the Meeting intends to vote undirected proxies in **FAVOUR** of this Resolution.

### **Resolution 3: Re-election of Mr Fred Bart as a Director**

Under Clause 14.2 of the Company's Constitution one third of the Company's Directors, or the whole number nearest to one third, must retire unless re-elected.

Resolution 3 provides for the re-election of Mr Fred Bart as a Director of the Company in accordance with clause 14.2 (Rotation of Directors) of the Company's Constitution.

Mr Fred Bart was appointed as a Non-executive Director on 5 March 2018. Fred has an extensive track record of business success behind him and brings decades of business know-how to Weebit Nano. Starting his career in the bed linen retail and fashion industries, Fred's business interests diversified to include genetics, securities, electro-optics, hospitality and more. In the 1980s he was responsible for transforming his family business from a small operation to a 1,200 employee corporation with a \$200 million turnover. He acquired and turned around several businesses during his impressive career, expanding their operations, growing revenue and helping them to become publicly listed. Currently, he is Chairman and major shareholder of Chairman of Audio Pixels Holdings Limited (ASX: AKP) and Chairman of Noxopharm Limited (ASX: NOX).

### ***Voting Exclusion Statement***

There are no voting exclusions for this Resolution.

### ***Board Recommendation and Voting Intention***

The Board (excluding Mr Bart) unanimously recommends that Shareholders vote in **FAVOUR** of this Resolution.

The Chairman of the Meeting intends to vote undirected proxies in **FAVOUR** of this Resolution.

### **Resolution 4: Approval of Additional 10% Placement Capacity**

Listing Rule 7.1A provides that an eligible entity may seek shareholder approval by special resolution at its Annual General Meeting to issue equity securities equivalent to an additional 10% of the number of ordinary securities on issue over a period of 12 months after the Annual General Meeting (**10% Placement Capacity**). This is in addition to the existing 15% placement capacity permitted by Listing Rule 7.1.

If Shareholders approve Resolution 4, the number of equity securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (as set out below).

An eligible entity is one that, as at the date of the relevant Annual General Meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of less than \$300,000,000.

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Any equity securities issued must be in the same class as an existing class of quoted equity securities. The Company currently has two classes of quoted equity securities on issue, being Shares (ASX code: WBT) and Listed Options (ASX code: WBTOA).

The number of equity securities that the Company may issue under the approval sought by Resolution 4 will be calculated in accordance with the following formula as set out in Listing Rule 7.1A:

**$(A \times D) - E$**

Where:

**A** = the number of fully paid Shares on issue 12 months before the date of issue or agreement to issue:

- (i) plus the number of Shares issued in the 12 months under an exception in Listing Rule 7.2;
- (ii) plus the number of partly paid Shares that became fully paid in the 12 months;
- (iii) plus the number of fully paid Shares issued in the 12 months under Listing Rules 7.1 and 7.4; and
- (iv) less the number of fully paid Shares cancelled in the 12 months.

**D** = 10%.

**E** = the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of the Shareholders under Listing Rule 7.1 or 7.4.

**Technical information required by Listing Rule 7.1A**

While the Company does not have any immediate plans to issue equity securities, purposes for which equity securities may be issued pursuant to Resolution 4 may include the raising of capital to facilitate further investment opportunities.

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to Resolution 4:

- (a) **Minimum Price:** Under the Listing Rules, the minimum price at which the equity securities may be issued is 75% of the volume weighted average price of equity securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:
  - (i) the date on which the price at which the equity securities are to be issued is agreed; or
  - (ii) if the equity securities are not issued within 5 trading days of the date in paragraph (i) above, the date on which the equity securities are issued.
- (b) **Risk of voting dilution:** Shareholders should be aware there is a risk of economic and voting dilution that may result from an issue of equity securities under the 10% Placement Capacity, including the risk that:
  - (i) the market price for equity securities in that class may be significantly lower on the issue date than on the date of the Meeting where approval is being sought; and
  - (ii) the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the date of issue.

Any issue of equity securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any equity securities under the issue.

If Resolution 4 is approved by Shareholders and the Company issues the maximum number of equity securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

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The table below shows the potential dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the current market price of the Shares and the current number of Shares on issue as at the date of this Notice of Meeting. The table also assumes that no options currently on issue are exercised into Shares before the date of issue of the equity securities.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$1.365 50% decrease in Issue Price	\$2.73 Current Issue Price	\$5.46 100% decrease in Issue Price
Current Variable A 124,663,931	10% Voting dilution	12,466,393	12,466,393	12,466,393
	Funds raised	\$17,016,626	\$34,033,253	\$68,066,506
50% increase in Current Variable A 186,995,897	10% Voting dilution	18,699,590	18,699,590	18,699,590
	Funds raised	\$25,524,940	\$51,049,881	\$102,099,761
100% increase in Current Variable A 249,327,862	10% Voting dilution	24,932,786	24,932,786	24,932,786
	Funds raised	\$34,033,253	\$68,066,506	\$136,133,012

**Notes:**

1. The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue the exercise of options currently on issue or that are issued with Shareholder approval under Listing Rule 7.1.
2. The table above uses the following assumptions:
  - (i) The current Shares on issue are the Shares on issue as at the date of the notice of Meeting.
  - (ii) The issue price set out above is \$2.73 as at 1 October 2021.
  - (iii) The Company issues the maximum possible number of equity securities under the 10% Placement Capacity.
  - (iv) The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
  - (v) This table does not set out any dilution pursuant to approvals under Listing Rule 7.1.
  - (vi) The 10% voting dilution reflects the aggregate percentage dilution against the issued Share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

(c) **Date of Issue:** Subject to paragraph (g) below, equity securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of the Meeting;
- (ii) The time and date of next annual general meeting; and
- (iii) the date of approval by Shareholders of any transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking).

The approval under Listing Rule 7.1A will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 or 11.2.

- (d) **Purpose of Issue under 10% Placement Capacity:** The Company may issue equity securities under the 10% Placement Capacity for cash consideration in which case the Company intends to use funds raised for investment purposes in line with the Company's investment policy outlined in the Prospectus.
- (e) **Allocation under the 10% Placement Capacity:** The allottees of the equity securities to be issued under the 10% Placement Capacity have not yet been determined. However, the allottees of equity securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the allottees at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
  - (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
  - (iii) the effect of the issue of the equity securities on the control of the Company;
  - (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
  - (v) prevailing market conditions; and
  - (vi) advice from corporate, financial and broking advisers (if applicable).
- (f) **Previous Approval under Listing Rule 7.1A:** The Company obtained Shareholder approval under Listing Rule 7.1A at the 2020 Annual General Meeting held on 17 November 2020.

As required by Listing Rule 7.3A.6(a), the table below shows the total number of equity securities issued under rule 7.1A.2 in the past 12 months preceding the date of the Annual General Meeting and the percentages those issues represent of the total number of equity securities on issue at the commencement of the 12 month period.

Equity securities issued in the prior 12 month period	Nil
Percentage previous issues represent of total number of equity securities on issue at commencement of 12 month period	N/A

- (g) **Information required under ASX Listing Rule 7.3A.6(b):**

The Company:

- (a) has not issued, nor agreed to issue, any equity securities under Rule 7.1A.2 in the 12-month period preceding the date of the Meeting; and
- (b) had not agreed, before the 12-month period referred to in the preceding paragraph, to issue any equity securities under rule 7.1A.2 where such securities remain unissued as at the date of the Meeting.

#### ***Voting Exclusion Statement***

There are no voting exclusions for this Resolution.

#### ***Board Recommendation and Voting Intention***

The Board unanimously recommends that Shareholders vote in **FAVOUR** of this Resolution.

The Chairman of the Meeting intends to vote undirected proxies in **FAVOUR** of this Resolution.

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## Resolution 5A: Approval of Amendments to Terms of Existing Employee Incentive Option Plan

Resolution 5A seeks Shareholder approval to amend the terms of all outstanding Options issued under the Company's existing Employee Incentive Option Plan (**Plan**) to allow the cashless exercise of such Options.

The terms of the existing Plan contemplate the exercise of Options issued in a traditional manner, being the payment of the exercise price in cash with receipt of one new Share per Option exercised. As such, the Plan presently does not allow for cashless exercise.

The Company is proposing to amend the Plan Rules to include a cashless exercise facility (**Amended Plan**). The Amended Plan has substantially the same terms as the existing Plan except for rules regarding the cashless exercise facility as described in paragraph (f) of Schedule 1.

Listing Rule 6.23.4 provides that a change to the terms of existing Options on issue which is not prohibited under the ASX Listing Rules can only be made if Shareholders have first approved the change.

The proposed amendments to include a cashless exercise facility would not have the effect of reducing the exercise price of the relevant Option (as the net economic benefit to the participant is the same whether the cashless exercise mechanism is used or is not used), increasing the period for exercise (as the period for exercise remains unchanged) or increasing the number of securities received on exercise (as the number of securities received on exercise will be reduced), which are prohibited by Listing Rule 6.23.3.

The Company is seeking Shareholder approval to amend the Option terms, so that the Option terms for all holders of Options are consistent with the Amended Plan.

The Options on issue to which the new terms will apply are:

- (a) 1,520,000 Options with an exercise price of \$0.43875, exercisable on or before 1 October 2027;
- (b) 160,000 Options with an exercise price of \$1.445, exercisable on or before 1 January 2028;
- (c) 32,366 Options with an exercise price of \$1,7175, exercisable on or before 29 January 2028;
- (d) 160,000 Options with an exercise price of \$1.565, exercisable on or before 15 February 2028;
- (e) 160,000 Options with an exercise price of \$1.2725, exercisable on or before 5 March 2028;
- (f) 800,000 Options with an exercise price of \$0.8475, exercisable on or before 16 October 2028;
- (g) 105,000 Options with an exercise price of \$0.4286, exercisable on or before 14 April 2029;
- (h) 100,000 Options with an exercise price of \$0.4468, exercisable on or before 14 August 2029;
- (i) 768,750 Options with an exercise price of \$0.74, exercisable on or before 14 August 2029;
- (j) 1,553,124 Options with an exercise price of \$0.54, exercisable on or before 14 August 2029;
- (k) 100,000 Options with an exercise price of \$0.39, exercisable on or before 16 October 2029;
- (l) 267,975 Options with an exercise price of \$0.2312, exercisable on or before 26 March 2030;
- (m) 34,370 Options with an exercise price of \$0.27, exercisable on or before 25 June 2030;
- (n) 1,287,677 Options with an exercise price of \$0.286, exercisable on or before 13 September 2030;
- (o) 1,950,000 Options with an exercise price of \$0.823, exercisable on or before 17 September 2030;
- (p) 1,587,677 Options with an exercise price of \$0.286, exercisable on or before 24 November 2030;
- (q) 150,000 Options with an exercise price of \$2.82, exercisable on or before 4 February 2031;
- (r) 100,000 Options with an exercise price of \$2.82, exercisable on or before 17 March 2031;
- (s) 124,500 Options with an exercise price of \$2.63, exercisable on or before 25 March 2031; and
- (t) 500,000 Options with an exercise price of \$1.90, exercisable on or before 3 June 2031.

If Resolution 5A is passed the Amended Plan will allow cashless exercise for the Plan Options.

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### **Board Recommendation and Voting Intention**

The Board unanimously recommends that Shareholders vote in **FAVOUR** of this Resolution.

The Chairman of the Meeting intends to vote undirected proxies in **FAVOUR** of this Resolution.

### **Resolution 5B: Approval of Amended Employee Incentive Option Plan**

Resolution 5B seeks Shareholder approval of the Amended Plan in order to provide ongoing incentives to employees of the Company. Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

An exception to Listing Rule 7.1 is set out in Listing Rule 7.2 (Exception 13) which provides that issues under an employee incentive plan are exempt for a period of 3 years from the date on which shareholders approve the issue of securities under the plan as an exception to Listing Rule 7.1.

The Employee Incentive Option Plan was last approved at the Company's annual general meeting held on 28 November 2018. The Amended Plan has substantially the same terms as the existing Plan except for rules regarding the cashless exercise facility as described in paragraph (f) of Schedule 1

The objective of the Employee Incentive Option Plan remains to provide the Company with a remuneration mechanism, through the issue of securities in the capital of the Company, to motivate and reward the performance of employees in achieving specified performance milestones within a specified performance period. The Board will continue to ensure that the performance milestones attached to the securities issued pursuant to the Employee Incentive Option Plan are aligned with the successful growth of the Company's business activities.

If Resolution 5B is passed, the Company will be able to continue to issue Options under the Plan without impacting on the Company's ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 12 month period. A summary of the terms of the Amended Plan is provided in Schedule 1 to this Explanatory Memorandum. A copy of the Amended Plan will be made available free of charge to any Shareholder on request.

Shareholders should note that 19,775,854 Options have previously been issued under the Plan, since being last approved and the objective of the Plan is to attract, motivate and retain key employees.

The maximum number of equity securities proposed to be issued under the Plan is the 5% maximum permitted under the ASIC Class Order referred to in paragraph (n) of Schedule 1.

It is considered by the Directors that the adoption of the Plan and the future issue of Options under the Plan will provide selected employees with the opportunity to participate in the future growth of the Company. Any future issues of Shares under the Plan to a related party or a person whose relation with the Company or the related party is, in ASX's opinion, such that approval should be obtained will require additional Shareholder approval under Listing Rule 10.14 at the relevant time.

### **Board Recommendation and Voting Intention**

The Board unanimously recommends that Shareholders vote in **FAVOUR** of this Resolution.

The Chairman of the Meeting intends to vote undirected proxies in **FAVOUR** of this Resolution.

### **Resolutions 6 – 11: Approval to Issue Options to Directors of the Company**

Resolutions 6 - 11 seek Shareholder approval for the granting of Options in the Company to Directors of the Company as follows:

- 960,000 Options to Mr Jacob Hanoch (Resolution 6);
- 800,000 Options to Mr David Perlmutter (Resolution 7);
- 120,000 Options to Dr Yoav Nissan Cohen (Resolution 8);

- 80,000 Options to Mr Ashley Krongold (Resolution 9);
- 80,000 Options to Mr Fred Bart (Resolution 10); and
- 80,000 Options to Mr S. Atiq Raza (Resolution 11).

The Company intends to grant Options to appropriately attract and retain Directors over the long term by allowing them to build up an equity ownership aligning their interest with that of the Shareholders.

Options will vest and be exercisable on the date the applicable time-based vesting condition is achieved. If the time-based vesting condition is not achieved, the relevant Options will lapse.

Out of the 960,000 Options to be issued to Jacob Hanoch, 320,000 Options will be granted subject to securing a firm commitment by a company to manufacture a product based on Weebit's technology.

Out of the 800,000 Options to be issued to David Perlmutter, 266,000 Options will be granted subject to securing firm commitment by a company to manufacture a product based on Weebit's technology.

The vesting of the Options to the remaining Directors is not subject to any performance hurdles. Whilst option grants without performance hurdles are uncommon in Australia, they are common practice in Israel and the US. As a number of the Company's Directors are based in Israel or the US, it is appropriate that the vesting conditions are as set out above.

### **Why Shareholder approval is being sought**

Listing Rule 10.11 states that a listed company must not issue or agree to issue securities to a related party without Shareholder approval, by ordinary resolution. The purpose of Resolutions 6 – 11 is to have Shareholders approve the proposed grant of Options to the Directors of the Company. If approval is given under Listing Rule 10.11 approval is not required under Listing Rule 7.1.

### **Grant of Options**

#### **(a) Executive Directors of the Company**

Following approval by Shareholders, the Executive Directors of the Company will be granted Options to acquire fully paid ordinary shares in the Company (Shares) at an exercise price equal to the volume weighted average market price calculated during the three trading days up to and including 28 September 2021.

Upon exercise, each Option entitles each Executive Director to one Share (or as otherwise determined by any adjustment required to be made under the Listing Rules) which will rank equally with all other Shares on issue. No loan has or will be provided by the Company in relation to the exercise of the Options issued to Mr Hanoch and Dr Nissan-Cohen.

#### **(b) Non-Executive Directors of the Company**

Following approval by Shareholders, the Non-Executive Directors of the Company will be granted Options to acquire fully paid ordinary shares in the Company (Shares) at an exercise price equal to the volume weighted average market price calculated during the three trading days up to and including 28 September 2021.

Upon exercise, each Option entitles each Non-Executive Director to one Share (or as otherwise determined by any adjustment required to be made under the Listing Rules) which will rank equally with all other Shares on issue. No loan has or will be provided by the Company in relation to the exercise of the Options issued to Mr Perlmutter, Mr Krongold, Mr Bart and Mr Raza.

### **Vesting and exercise period**

The Options shall vest and be exercisable during a four year period (**Vesting Period**) based on the following:

- (a) 25% of the Options shall vest on or around 29 September 2022; and

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(b) thereafter for a period of three years, 6.25% of the Options shall vest at the end of each quarter

In the event that prior to the expiration of the Vesting Period, the Company closes an Exit Event (as defined below) then all of the unvested Options shall become exercisable immediately prior to the closing of the Exit Event.

**Exit Event** means mean any of the following:

- (a) the merger or consolidation or other reorganisation (other than any event of share combination or subdivision, share split, reverse share split, share dividend, distribution of bonus shares or any other reclassification, reorganisation or recapitalisation of the Company's share capital or other similar events) of the Company with or into any other corporate entity; except that any such transaction in which the shares of the Company outstanding immediately prior to such transaction continue to represent, or are converted into or exchanged for shares that represent, immediately following such transaction, at least a majority, by voting power, of the share capital of (1) the surviving, acquiring or resulting corporation or (2) if the surviving, acquiring or resulting corporation is a wholly owned subsidiary of another corporation immediately following such transaction, the parent corporation of such surviving, acquiring or resulting corporation; or
- (b) a sale or other irrevocable disposition of all or of substantially all of the Company's shares or assets; or
- (c) any transfer or grant of an irrevocable, exclusive and substantially worldwide license to all or substantially all of the intellectual property rights of the Company, other than in the Company's ordinary course of business.

#### **Reorganisation**

If at any time the capital of the Company is reorganised (including consolidation, subdivision, reduction or return), the number of Options are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reorganisation.

#### **Voting Rights / Dividends**

Options do not entitle the holders to vote in respect of that equity instrument, nor participate in dividends, when declared, until such time as the options are exercised and subsequently registered as ordinary shares.

#### **New Issues**

Options holders may only participate in new issues of securities to holders of ordinary Shares in the Company if Options have been exercised and Shares issued in respect of the Options before the record date for determining entitlements to the issue.

These Options are not transferable, and will not be quoted on the ASX.

#### **Date on which the Options will be granted**

Subject to Shareholder approval, it is anticipated that the Options will be granted to the Directors shortly after the 2021 Annual General Meeting.

#### **Information required by Listing Rule 10.13**

In accordance with Listing Rule 10.13, Shareholders are provided the following information:

<b>The name of the allottee</b>	Mr Jacob Hanoch
<b>The maximum number of securities</b>	960,000 Options (to convert into 960,000 Shares or as otherwise determined by any adjustment required to be made under the Listing Rules).
<b>The price for each security</b>	Each Option will be issued for a nil issue price.

	The exercise price of the Options will equal to the volume weighted average market price calculated during the three trading days up to and including 28 September 2021.
<b>Issue date</b>	Subject to Shareholder approval, it is anticipated that the Options will be granted to Mr Jacob Hanoch shortly after the 2021 Annual General Meeting to be held on 16 November 2021. In any event, the Options will be granted no later than 1 month after the Meeting.
<b>Terms of the issue</b>	Each Share issued will rank, from the date of issue, equally with all existing issued Shares.
<b>Details of the current remuneration package*</b>  *Figures represent latest annual remuneration.	<ul style="list-style-type: none"> <li>• Base salary, bonuses &amp; fees: \$733,932</li> <li>• Share based payments: \$946,590</li> <li>• Total salary and fees: \$1,680,522</li> </ul>
<b>Intended use of funds</b>	Any proceeds raised from the exercise of these Options will be used to fund the Company's continued development and future commercialisation of its technology.

<b>The name of the allottee</b>	Mr David Perlmutter
<b>The maximum number of securities</b>	800,000 Options (to convert into 800,000 Shares or as otherwise determined by any adjustment required to be made under the Listing Rules).
<b>The price for each security</b>	Each Option will be issued for a nil issue price.  The exercise price of the Options will equal to the volume weighted average market price calculated during the three trading days up to and including 28 September 2021.
<b>Issue date</b>	Subject to Shareholder approval, it is anticipated that the Options will be granted to Mr David Perlmutter shortly after the 2021 Annual General Meeting to be held on 16 November 2021. In any event, the Options will be granted no later than 1 month after the Meeting.
<b>Terms of the issue</b>	Each Share issued will rank, from the date of issue, equally with all existing issued Shares.
<b>Details of the current remuneration package*</b>  *Figures represent latest annual remuneration.	<ul style="list-style-type: none"> <li>• Base salary &amp; fees: \$103,309</li> <li>• Share based payments: \$475,655</li> <li>• Total salary and fees: \$578,964</li> </ul>
<b>Intended use of funds</b>	Any proceeds raised from the exercise of these Options will be used to fund the Company's continued development and future commercialisation of its technology.

<b>The name of the allottee</b>	Dr Yoav Nissan Cohen
<b>The maximum number of securities</b>	120,000 Options (to convert into 120,000 Shares or as otherwise determined by any adjustment required to be made under the Listing Rules). Out of the 120,000 Options, 96,000 Options would be granted

	to Dr Nissan-Cohen in his capacity as a Director and 24,000 Options will be granted in his capacity as a consultant of the Company.
<b>The price for each security</b>	Each Option will be issued for a nil issue price.  The exercise price of the Options will equal to the volume weighted average market price calculated during the three trading days up to and including 28 September 2021.
<b>Issue date</b>	Subject to Shareholder approval, it is anticipated that the Options will be granted to Dr Yoav Nissan Cohen shortly after the 2021 Annual General Meeting to be held on 16 November 2021. In any event, the Options will be granted no later than 1 month after the Meeting.
<b>Terms of the issue</b>	Each share issued will rank, from the date of issue, equally with all existing issued Shares.
<b>Details of the current remuneration package*</b>  <b>*Figures represent latest annual remuneration.</b>	<ul style="list-style-type: none"> <li>• Base salary &amp; fees: \$141,742</li> <li>• Share based payments: \$243,474</li> <li>• Total salary and fees: \$385,216</li> </ul>
<b>Intended use of funds</b>	Any proceeds raised from the exercise of these Options will be used to fund the Company's continued development and future commercialisation of its technology.

<b>The name of the allottee</b>	Mr Ashley Krongold
<b>The maximum number of securities</b>	80,000 Options (to convert into 80,000 Shares or as otherwise determined by any adjustment required to be made under the Listing Rules).
<b>The price for each security</b>	Each Option will be issued for a nil issue price.  The exercise price of the Options will equal to the volume weighted average market price calculated during the three trading days up to and including 28 September 2021.
<b>Issue date</b>	Subject to Shareholder approval, it is anticipated that the Options will be granted to Mr Ashley Krongold shortly after the 2021 Annual General Meeting to be held on 16 November 2021. In any event, the Options will be granted no later than 1 month after the Meeting.
<b>Terms of the issue</b>	Each Share issued will rank, from the date of their issue, equally with all existing issued Shares.
<b>Details of the current remuneration package*</b>  <b>*Figures represent latest annual remuneration.</b>	<ul style="list-style-type: none"> <li>• Base salary &amp; fees: \$45,000</li> <li>• Share based payments: \$80,679</li> <li>• Total salary and fees: \$125,679</li> </ul>
<b>Intended use of funds</b>	Any proceeds raised from the exercise of these Options will be used to fund the Company's continued development and future commercialisation of its technology.

<b>The name of the allottee</b>	Mr Fred Bart
<b>The maximum number of securities</b>	80,000 Options (to convert into 80,000 Shares or as otherwise determined by any adjustment required to be made under the Listing Rules).
<b>The price for each security</b>	Each Option will be issued for a nil issue price.  The exercise price of the Options will equal to the volume weighted average market price calculated during the three trading days up to and including 28 September 2021
<b>Issue date</b>	Subject to Shareholder approval, it is anticipated that the Options will be granted to Mr Fred Bart shortly after the 2021 Annual General Meeting to be held on 16 November 2021. In any event, the Options will be granted no later than 1 month after the Meeting.
<b>Terms of the issue</b>	Each Share issued will rank, from the date of their issue, equally with all existing issued Shares.
<b>Details of the current remuneration package*</b>  <b>*Figures represent latest annual remuneration.</b>	<ul style="list-style-type: none"> <li>• Base salary &amp; fees: \$45,000</li> <li>• Share based payments: \$106,446</li> <li>• Total salary and fees: \$151,446</li> </ul>
<b>Intended use of funds</b>	Any proceeds raised from the exercise of these Options will be used to fund the Company's continued development and future commercialisation of its technology.

<b>The name of the allottee</b>	Mr S. Atiq Raza
<b>The maximum number of securities</b>	80,000 Options (to convert into 80,000 Shares or as otherwise determined by any adjustment required to be made under the Listing Rules)
<b>The price for each security</b>	Each Option will be issued for a nil issue price.  The exercise price of the Options will equal to the volume weighted average market price calculated during the three trading days up to and including 28 September 2021.
<b>Issue date</b>	Subject to Shareholder approval, it is anticipated that the Options will be granted to Mr S. Atiq Raza shortly after the after the 2021 Annual General Meeting to be held on 16 November 2021. In any event, the Options will be granted no later than 1 month after the Meeting.
<b>Terms of the issue</b>	Each Share issued will rank, from the date of issue, equally with all existing issued Shares.
<b>Details of the current remuneration package*</b>  <b>*Figures represent latest annual remuneration.</b>	<ul style="list-style-type: none"> <li>• Base salary &amp; fees: \$43,984</li> <li>• Share based payments: \$105,738</li> <li>• Total salary and fees: \$149,722</li> </ul>
<b>Intended use of funds</b>	Any proceeds raised from the exercise of these Options will be used to fund the Company's continued development and future commercialisation of its technology.

## **Board Recommendation and Voting Intention**

The Board (with each Director abstaining in relation to their proposed Resolution) unanimously recommends that Shareholders vote in **FAVOUR** of each Resolution.

The Chairman of the Meeting intends to vote undirected proxies in **FAVOUR** of this Resolution.

## **Resolution 12: Re-insertion of Partial Takeover Plebiscites in the Constitution**

Clause 36 of the Company's Constitution contains provisions dealing with Shareholder approval requirements if there was to be any proportional takeover bids for the Company's securities (Partial Takeover Plebiscites).

A "partial takeover bid" means an off-market bid for a specified proportion of the Company's securities held by each shareholder in a class for which a takeover bid has been made. It is not a bid for all securities held by all shareholders of that class, only part of the securities each holds.

Part 6.5 Subdivision 5C of the Corporations Act provides that these Partial Takeover Plebiscites cease to apply at the end of 3 years from their adoption (or last renewal), but that they may be renewed by special resolution of the shareholders. The Board believes it is appropriate that the Partial Takeover Plebiscites of the Company's Constitution (Clause 36.6) be renewed.

In seeking Shareholder approval for the renewal of the Partial Takeover Plebiscites, the Corporations Act requires the below information to be provided to shareholders.

### **Effect of provisions proposed to be renewed**

Clause 36 of the Constitution provides that the Company is prohibited from registering any transfer of shares giving effect to a contract of sale pursuant to a partial takeover bid unless and until after the proposed transfer has been approved by shareholders at a general meeting of the Company (Approving Resolution). The person making the offer for the securities (Offeror) (and their associates) cannot vote on the Approving Resolution and the Approving Resolution requires the approval of more than 50% of Shareholders who are entitled to vote at that meeting.

### **Reason for the resolution**

Clause 36 of the Constitution is required to be renewed as more than 3 years have passed since the last renewal of the Constitution. Section 648(G)(1) of the Corporations Act provides that Partial Takeover Plebiscites such as provided in Rule 36 cease to apply at the end of 3 years from their adoption (or their last renewal). Section 648(G)(4) enables shareholders to approve a renewal of Partial Takeover Plebiscites.

The Directors believe that Shareholders should continue to have the choice of considering whether to accept a bid for what might become control of the Company without Shareholders having the opportunity to dispose of all of their securities (rather than just some of their securities, as would be the case under a partial takeover bid). To preserve this choice, Clause 36.6 needs to be renewed. If Clause 36 is renewed and any partial takeover bid (if any) is subsequently approved by Shareholders, each Shareholder will still have the right to make a separate decision whether that Shareholder wishes to accept the (partial takeover) bid for their own securities.

### **Awareness of current acquisition proposals**

As at the date of these Explanatory Notes, none of the Directors are aware of any proposal for any person to acquire (or increase the extent of) a substantial interest in the Company from its current level.

### **Advantages and disadvantages of the Partial Takeover Plebiscites since last renewed**

As there have been no takeover bids made for any of the Shares in the Company since the last renewal of the Partial Takeover Plebiscites, there has been no application of Clause 36. It may be argued that the potential advantages and disadvantages described below have also applied for the period since adoption of Clause 36.6.

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## **Potential advantages and disadvantages of the proposed resolution for both Directors and Shareholders**

An advantage to the directors of renewing the Partial Takeover Plebiscites is that the Board will be able to assess Shareholders acceptance or otherwise of a partial takeover bid should one be made.

As stated above, renewing Clause 36 provides Shareholders with the choice of considering whether to accept a bid for what might become control of the Company without shareholders having the opportunity to dispose of all of their securities (rather than just some of their securities, as would be the case under a partial takeover bid). If Clause 36.6 is not renewed, shareholders will not have this opportunity.

On the other hand, it may be argued that the renewal of Clause 36 may make partial takeover bids more difficult to succeed and therefore effectively discourage partial takeover bids being made and reduce the freedom for Shareholders to sell some of their securities.

### ***Voting Exclusion Statement***

There are no voting exclusions for this Resolution.

### ***Board Recommendation and Voting Intention***

Balancing the above advantages and disadvantages, the Board is of the view that the advantages of renewing the Partial Takeover Plebiscites outweigh any disadvantages and unanimously recommends that Shareholders vote in **FAVOUR** of this Resolution.

The Chairman of the Meeting intends to vote undirected proxies in **FAVOUR** of this Resolution.

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## Glossary

In this Explanatory Memorandum, and the Notice of Meeting:

**\$** means Australian dollars unless otherwise stated.

**AEDT** means Australian Eastern Daylight Time.

**Amended Plan** has the meaning given to it in Resolution 5A.

**Annual Report** means the the Company's annual financial report, including the directors' report and auditor's report for the year ended 30 June 2021.

**ASIC Class Order** means ASIC Class Order [CO 14/1000].

**Associate** has the same meaning as defined in section 11 and sections 13 to 17 of the Corporations Act.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

**Board** means the board of Directors of the Company.

**Chairman** means the Chairman of the Meeting.

**Company** means Weebit Nano Limited (ACN 146 455 576).

**Constitution** means the constitution of the Company.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Director** means a director of the Company.

**Explanatory Memorandum** means this explanatory memorandum which forms part of the notice of Meeting.

**KMP Member** means a member of Key Management Personnel which has same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

**Listing Rules** means the listing rules of the ASX Limited.

**Meeting** means the Annual General Meeting of the Company the subject of this notice of Meeting scheduled to occur on 16 November 2021.

**Notice** means this Notice of Annual General Meeting

**Option** means and unlisted option to purchase Share(s) in the Company with an exercise price equals to the volume weighted average market price calculated during the three trading days preceding the commencement date of appointment as a Director of the Company under Resolution 6 - 11 of this document.

**Plan Rules** means the terms of the Company's Employee Incentive Option Plan.

**Proxy Form** means the proxy form accompanying the Notice.

**Remuneration Report** means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2021.

**Resolution** means a resolution contained in the Notice.

**Shareholder** means a holder of a Share.

**Share** means an ordinary share in the capital of the Company.

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## SCHEDULE 1 – SUMMARY OF AMENDED PLAN

The material terms and conditions of the Employee Incentive Option Plan are as follows:

- (a) **Eligibility and Grant of Plan Options:** The Board may grant Plan Options to any full or part time employee or Director of the Company or an associated body corporate or a casual employee or contractor of the Company to the extent permitted by the ASIC Class Order (**Eligible Participant**).
- (b) **Consideration:** Each Plan Option issued under the Plan will be issued for no more than nominal cash consideration.
- (c) **Vesting:** each Option, once vested, will give the relevant participant the right to exercise the Option and to receive an Ordinary Share in the Company. In certain circumstances, the Board may decide to waive any of the vesting conditions applicable to the Options.
- (d) **Conversion:** Shares issued on exercise of the Options will rank equally in all respect with the ordinary shares in the Company.
- (e) **Exercise:** vested Options may be exercised by paying the exercise price (if any) for the Option. As an alternative to paying the exercise price, the Board may permit a participant to exercise their Options through a cashless exercise mechanism, which sets off the exercise price against Options of equivalent value held by the participant.
- (f) **Cashless Exercise Facility:**
- (i) subject to Board approval, a participant may elect to pay the Option exercise price by using the cashless exercise facility (**Cashless Exercise Facility**).
  - (ii) If a participant elects to use the Cashless Exercise Facility, and its use is approved by the Board, subject to paragraph (f)(iii) below, the participant will be issued or transferred that number of Shares (rounded down to the nearest whole number) equal to:
    - A. the aggregate total market value (as determined on the date the Options the subject of the Cashless Exercise Facility are exercised) of the Shares that would otherwise be issued on exercise of the Options had all such Options been exercised for a cash Option exercise price;
    - B. less the aggregate total Option exercise price otherwise payable in respect of the vested Options exercised; and
    - C. divided by the market value of a Share as determined on the date the Options the subject of the Cashless Exercise Facility are exercised.
  - (iii) if the exercise price otherwise payable in respect of the Options being exercised is the same or higher than the market value of Shares at the time of exercise, then a participant will not be entitled to use the Cashless Exercise Facility.
- (g) **Exercise restrictions:** The Plan Options granted under the Plan may be subject to conditions on exercise as may be fixed by the Directors prior to grant of the Plan Options (**Exercise Conditions**). Any restrictions imposed by the Directors must be set out in the offer for the Plan Options.
- (h) **Renounceability:** Eligible Participants may renounce their offer in favour of a nominee (the Eligible Participants and their nominees are each Participants). The Board may, in its discretion, resolve not to allow a renunciation of an offer in favour of a nominee.
- (i) **Lapsing of Plan Options:** Subject to the terms of the offer made to a Participant, an unexercised Plan Option will lapse upon the earlier to occur of:
- (i) an unauthorised dealing in, or hedging of, the Option occurring;
  - (ii) in respect of unvested Options only, a relevant person ceases to be an Eligible Participant, unless the Board exercises its discretion to vest the Option or resolves to allow the unvested Options to remain unvested;
  - (iii) in respect of vested Options only, the Option granted to a relevant person is not exercised within six (6) months after that relevant person ceases to be an Eligible Participant;
  - (iv) the Company undergoes a change of control or a winding up resolution;
  - (v) if any Exercise Condition is unable to be met; or
  - (vi) the expiry date has passed.

- (j) **Share restriction period:** Shares issued on the exercise of Plan Options may be subject to a restriction that they may not be transferred or otherwise dealt with until a restriction period has expired, as specified in the offer for the Plan Options.
- (k) **Disposal of Options:** Plan Options will not be transferable and will not be quoted on the ASX, unless the offer provides otherwise or the Board in its absolute discretion approves.
- (l) **Participation:** There are no participating rights or entitlements inherent in the Plan Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Plan Options.
- (m) **Reorganisation:** If at any time the capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a Participant are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reorganisation.
- (n) **Limitations on offers:** The total Plan Options issued pursuant to the Employee Incentive Option Plan and in reliance on the ASIC Class Order (or an ASIC exempt arrangement of a similar kind) at any time during the previous 3 year period must not exceed 5% of the total issued capital of the Company at the date of the relevant offer.

## Need assistance?



**Phone:**

1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)

WBT

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **4.00pm (AEDT) on Sunday, 14 November 2021.**

# Proxy Form

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

## SIGNING INSTRUCTIONS FOR POSTAL FORMS

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders 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 form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

## PARTICIPATING IN THE MEETING

### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 185497**

**SRN/HIN:**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE  
 FLAT 123  
 123 SAMPLE STREET  
 THE SAMPLE HILL  
 SAMPLE ESTATE  
 SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

# Proxy Form

Please mark  to indicate your directions

## Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Weebit Nano Limited hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Weebit Nano Limited to be held as a virtual meeting on Tuesday, 16 November 2021 at 4.00pm (AEDT) and at any adjournment or postponement of that meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 5A, 5B, 6, 7, 8, 9, 10 and 11 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 5A, 5B, 6, 7, 8, 9, 10 and 11 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 5A, 5B, 6, 7, 8, 9, 10 and 11 by marking the appropriate box in step 2.

## Step 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain			For	Against	Abstain
1	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7	Approval of Issue of Options to Non-executive Director of the Company, Mr David Perlmutter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Re-election of Mr Ashley Krongold as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8	Approval of Issue of Options to Executive Director of the Company, Dr Yoav Nissan-Cohen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Re-election of Mr Fred Bart as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9	Approval of Issue of Options to Non-executive Director of the Company, Mr Ashley Krongold	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Approval of Additional 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10	Approval of Issue of Options to Non-executive Director of the Company, Mr Fred Bart	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5A	Approval of Amendments to Terms of Existing Employee Incentive Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11	Approval of Issue of Options to Non-executive Director of the Company, Mr S. Atiq Raza	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5B	Approval of Amended Employee Incentive Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12	Re-insertion of Partial Takeover Plebiscites provision in the Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Approval of Issue of Options to Executive Director of the Company, Mr Jacob Hanoch	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 <input type="text"/>	Securityholder 2 <input type="text"/>	Securityholder 3 <input type="text"/>	/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

**Update your communication details** (Optional)

Mobile Number  Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically



## Need assistance?



**Phone:**

1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)

WBT

MR SAM SAMPLE  
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SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Weebit Nano Limited Annual General Meeting

As part of the Australian Government's ongoing response to the Coronavirus crisis, temporary modifications have been made to the *Corporations Act 2001* under the *Treasury Laws Amendment (2021 Measures No. 1) Act 2021*.

These modifications allow notices of meeting, and other information regarding a meeting to be provided online where it can be viewed and downloaded. We are relying on technology to facilitate shareholder engagement and participation in the meeting. Details of where you can access the Notice of Meeting, lodge a proxy and participate in the meeting are contained in this letter.

The Weebit Nano Limited Annual General Meeting will be held on Tuesday, 16 November 2021 at 4.00pm (AEDT). You are encouraged to participate in the meeting using the following options:



### MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit [www.investorvote.com.au](http://www.investorvote.com.au) and use the below information:



**Control Number: 999999**

**SRN/HIN: I9999999999**

**PIN: 99999**

For your proxy appointment to be effective it must be received by 4.00pm (AEDT) on Sunday, 14 November 2021.



### ATTENDING THE MEETING VIRTUALLY

To view the live webcast and ask questions on the day of the meeting you will need to visit [https://us02web.zoom.us/meeting/register/tZEtf-CvrTwqGtbVILjRmq0xNbBfbWSaq81u](https://us02web.zoom.us/j/84461212693)

To vote online during the meeting you will need to visit [web.lumiagm.com/324737429](http://web.lumiagm.com/324737429)  
For instructions refer to the online user guide [www.computershare.com.au/onlinevotingguide](http://www.computershare.com.au/onlinevotingguide)