

WISR Limited

Notice of 2024 Annual General Meeting Explanatory Statement | Proxy Form

21 November 2024

3:00pm AEDT

Address

BDO
Level 11
1 Margaret Street
Sydney NSW 2000

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

For personal use only

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Important Information for Shareholders about the Company’s 2024 AGM

This Notice is given based on circumstances as at 11 October 2024. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company’s website at: <https://investorhub.wisr.com.au/>. Shareholders are urged to monitor the ASX announcements platform and the Company’s website.

Venue and Voting Information

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at the offices of BDO Australia, Level 11, 1 Margaret Street, Sydney NSW 2000 on 21 November 2024 at 3:00pm (AEDT).

Your vote is important

The business of the Annual General Meeting affects your shareholding and your vote is important.

Voting in person

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

Voting by proxy

To vote by proxy, please use one of the following methods:

| | |
|----------------|--|
| Online | Lodge the Proxy Form online via the Company’s Share Registry website at https://investorcentre.linkgroup.com . Please refer to the Proxy Form for more information. |
| By post | By mail to Link Market Services Limited (Link) using the reply-paid envelope or Locked Bag A14, Sydney South, NSW 1234. Please allow sufficient time so that it reaches Link by the Proxy deadline. |
| By hand | Deliver to Link at Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150. |
| By fax | Fax to Link on +61 2 9287 0309. |

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a Shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

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Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

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Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of Wisr Limited ACN 004 661 205 will be held at the offices of BDO Australia, Level 11, 1 Margaret Street, Sydney NSW 2000 on 21 November 2024 at 3:00pm (AEDT) (**Meeting**).

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 7:00pm (AEDT) on Tuesday, 19 November 2024.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Agenda

Ordinary business

Financial statements and reports

“To receive and to consider the Annual Financial Report of the Company for the financial year ended 30 June 2024 together with the declaration of the Directors, the Directors’ Report, the Remuneration Report and the Auditor’s Report for that financial year.”

Note: This item of ordinary business is **for discussion only and is not a resolution**.

Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

Resolutions

Remuneration Report

1. **Resolution 1 – Adoption of Remuneration Report**

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

“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Annual Financial Report for the financial year ended 30 June 2024.”

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

Voting Exclusion Statement: In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company’s key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report (**KMP**), or any of that person’s Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as Restricted Voter). However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and
- (b) it is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the Meeting (**Chair**) and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1. If you do not want your vote exercised in favour of Resolution 1, you should direct the person chairing the Meeting to vote “against”, or to abstain from voting on, this Resolution.

Re-election of Director

2. **Resolution 2 – Re-election of Mr Craig Swanger as Director**

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

“That Mr Craig Swanger, a Director who retires by rotation in accordance with the Company’s Constitution and ASX Listing Rule 14.5, and being eligible offers himself for re-election as a Director of the Company, effective immediately.”

Approval of Employee Incentive Plan

3. Resolution 3 – Approval of Employee Incentive Plan

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

*“That, for the purposes of Listing Rule 7.2 Exception 13(b), and for all other purposes, approval is given for the amendment and adoption of the Company’s “Employee Equity Incentive Plan” (**Employee Incentive Plan**) as detailed in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting.”*

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- (a) a person who is eligible to participate in the Employee Incentive Plan; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 3 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 3 if:

- (a) the proxy is either:
 - (i) a member of the Company’s Key Management Personnel; or
 - (ii) a Closely Related Party of a member of the Company’s Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company’s Key Management Personnel.

ASX Listing Rule 7.1A (Additional 10% Capacity)

4. **Resolution 4** – ASX Listing Rule 7.1A Approval of Future Issue of Equity Securities

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, the Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 4 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Takeover Provisions

5. **Resolution 5** – Approval to Refresh the Takeover Provisions within the Constitution

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“That, for the purposes of section 648G(4) of the Corporations Act and for all other purposes, the Shareholders approve the renewal of rule 6 of the Constitution.”

Conditional Item

6. Resolution 6 – Board Spill Meeting (Conditional Item)

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

“That, subject to and conditional on at least 25% of the votes cast on Resolution 1 being cast against the adoption of the Remuneration Report:

- (1) an extraordinary general meeting of the Company (the **Spill Meeting**) be held within 90 days of the passing of this Resolution;*
- (2) all of the Directors in office when the resolution to make the Directors’ Report for the financial year ended 30 June 2024 was passed and who remain in office at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and*
- (3) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote of Shareholders at the Section 250V meeting.*

In accordance with Section 250V(2) of the Corporations Act 2001 (Cth), Resolution 6 will only be put to the 2024 Annual General Meeting if at least 25% of the votes cast on Resolution 1 are cast against it.”

Voting Exclusion Statement: In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 6 by or on behalf of a member of the Company’s key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report (**KMP**), or any of that person’s Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as Restricted Voter).

However, this does not apply to a vote cast in favour of Resolution 6 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

BY ORDER OF THE BOARD

Andrew Palfreyman
Company Secretary
Wisr Limited

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 3:00pm (AEDT) on 21 November 2024 at the offices of BDO, Level 11, 1 Margaret Street, Sydney NSW 2000.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional adviser.

Full details of the business to be considered at the Annual General Meeting are set out below.

Agenda

Ordinary business

Financial statements and reports

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2024 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

In accordance with the amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Annual Financial Report unless specifically requested to do so, Shareholders may view the Annual Financial Report on its website at <https://investorhub.wisr.com.au/>.

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

The Company's auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on the:

- conduct of the audit;
- preparation and content of the Auditor's Report;
- accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- independence of the auditor in relation to the conduct of the audit.

Written questions of the auditor

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report of the Company's auditor, please send your question to the Company Secretary at a.palfreyman@wisr.com.au. A list of qualifying questions will be made available at the Meeting.

Please note that all written questions must be received at least five Business Days before the Meeting, which is by 14 November 2024.

Resolutions

Remuneration Report

Resolution 1 – Adoption of Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Annual Financial Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Annual Financial Report and is also available on the Company's website at <https://investorhub.wisr.com.au/>.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to KMPs (including Directors) and sets out remuneration details, service agreements and the details of any share-based compensation.

At the Company's 2023 Annual General Meeting, the Company received a "first strike" where more than 25% of the votes cast were cast against the adoption of the 2023 Remuneration Report. Under the "two strikes" rule, if 25% or more of the votes cast at the 2024 Annual General Meeting are cast against the adoption of the 2024 Remuneration Report, the Company will receive a "second strike" and the Company will be required to put Resolution 6 to the 2024 Annual General Meeting.

Key issues raised regarding the 2023 Remuneration Report

Following the strike against the 2023 Remuneration Report, the Board engaged with major stakeholders to understand key concerns with the Company's remuneration framework and its application. Set out below is a summary of the Board's responses to the key issues raised in relation to the 2023 Remuneration Report.

| | |
|--|---|
| Disclosure of short term incentive (STI) performance hurdles | <ul style="list-style-type: none">Additional disclosure of individual performance hurdles, relative weightings and the outcomes against those performance hurdles has been included in this year's report. |
| Share price hurdle as a single metric for long term incentive (LTI) metrics | <ul style="list-style-type: none">Performance rights for KMP are subject to the satisfaction of escalating share price performance hurdles at levels higher than the prevailing share price to align interests with shareholders, while managing dilution.The People, Culture and Remuneration Committee and the Board considered a range of additional LTI metrics and concluded that for FY24 the current framework is the most suitable measure to align KMP interests with shareholders, retain talent and ensure leadership stability.This will be reviewed in the first half of FY25 with the Board and Executive team aligned on the desire to ensure best practice is embedded across the remuneration structure. |
| Quantum of new CEO's total remuneration | <ul style="list-style-type: none">The Board's goal is to appropriately balance competitive fixed pay levels to reward core performance, embed a STI that underpins the achievement of our annual budget and strategic plan, and a LTI that is focused on delivering share price growth and shareholder value.Mr A. Goodwin was appointed CEO in August 2023. The fixed component of his remuneration package is 6% lower than the fixed remuneration paid to his predecessor, and no performance rights were issued to Mr Goodwin in FY23.The Board considers the CEO's remuneration commensurate with the skills, industry knowledge, experience and tenure that Mr Goodwin brings to the role as CEO. |

The Board will conduct a full review of the structure of KMP STI and LTI components in the first half of FY25, including the potential introduction of financial performance metrics in relation to future LTI grants.

Voting

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and you submit the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed the Chair to vote in accordance with the Chair's stated intention to vote in favour of Resolution 1.

Shareholders are urged to read carefully the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

Resolution 2 – Re-election of Mr Craig Swanger as Director

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and Listing Rule 14.4, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Swanger was appointed a Director of the Company on 3 July 2015 and was last re-elected as a Director at the Annual General Meeting held on 23 November 2022.

Under this Resolution, Mr Swanger has elected to retire by rotation, and being eligible, seeks re-election as a Director of the Company at this AGM.

Biography of Mr Craig Swanger

Mr Swanger is a director, adviser and investor in a number of high growth companies and venture capital funds. He was previously with the Macquarie Group as Global Chief Investment Officer for 15 years, having approximately US\$10 billion under management across equities, farmland, carbon assets and credit.

Mr Swanger has been involved in investment management for more than 30 years and across 14 countries including the United States, Canada, Brazil, the United Kingdom, Singapore and Hong Kong. He has been a director of major funds management and credit organisations since 2002, including Macquarie's largest funds management entity, Macquarie Investment Management Limited.

In addition to Wizr Limited, Mr Swanger is currently a non-executive director of Income Asset Management (ASX:IAM), New Quantum Pty Ltd (unlisted), and Care360 Pty Ltd (unlisted).

Directors' Recommendation

The Directors (excluding Mr Swanger) recommend that Shareholders vote for Resolution 2.

The Chair intends to vote all undirected proxies in favour of this Resolution.

Resolution 3 – Approval of Employee Incentive Plan

ASX listing Rule 7.1 provides that a company may not issue Equity Securities, or agree to issue Equity Securities, without the approval of shareholders, if the number of Equity Securities to be issued in any 12-month period (including shares issued on the exercise of any options) exceeds 15% of the issued capital of the company preceding the issue.

ASX Listing Rule 7.2 contains a number of exceptions to the prohibition contained in ASX Listing Rule 7.1. In particular, under Exception 13 in ASX Listing Rule 7.2, any Equity Securities issued under an employee incentive scheme within three years of the date on which shareholders approve the issue of those Equity Securities are excluded when calculating the capacity of the Company to issue shares in accordance with ASX Listing Rule 7.1. This Resolution is designed to satisfy the requirements of Exception 13 in ASX listing Rule 7.2 in relation to the Employee Incentive Plan.

If this Resolution is passed, the Company will have the ability to issue Performance Rights and other Equity Securities to eligible participants under the Employee Incentive Plan over a period of 3 years without impacting on the Company's 15% placement capacity under listing Rule 7.1.

If this Resolution is not passed, and if the Board decides to issue any Performance Rights or other Equity Securities under the Employee Incentive Plan (notwithstanding the non-approval), any securities issued will be included in calculating the Company's capacity under listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

The Employee Incentive Plan is designed as a standard component of employee remuneration and is intended to comprise the long-term incentive component of remuneration for senior executives and general employees. Accordingly, performance rights issued under the Employee Incentive Plan will be granted at no cost.

Other than the Employee Incentive Plan, the Company has no other employee or executive share-based plans. Grants made under the Employee Incentive Plan may be subject to a performance period and, if this is the case,

those performance rights will only vest if the relevant performance conditions are satisfied at the end of the relevant assessment period. The Employee Incentive Plan has generally been designed to allow the link of rewards to eligible employees with improvements in Company performance and the delivery of returns to Shareholders, and to reward performance.

The Employee Incentive Plan was last approved by Shareholders at the Company's Annual General Meeting held on 25 November 2020 (**the 2020 AGM**), and the Company seeks further approval of the Employee Incentive Plan with minor modifications, to take account of changes to legislation impacting incentive plans enacted in October 2022 and to address the mechanics of exercise of options and issues to share trustees, to allow for the issue of Equity Securities under the Employee Incentive Plan. A copy of the Employee Incentive Plan, reflecting the changes marked up, is available from the Company upon request.

Since the plan was last approved, the Company has as at the date of this notice issued 147,532,818 Performance Rights under the Employee Incentive Plan.

The modifications proposed to the Employee Incentive Plan as last approved at the 2020 AGM will bring the Employee Incentive Plan in line with current best practices and do not represent any material changes.

A summary of the key terms of the Employee Incentive Plan is attached as Annexure A.

The maximum number of securities proposed to be issued under the Employee Incentive Plan following approval will be five percent (5%) of the Company's total issued share capital, being 69,026,977.

Resolution 3 seeks Shareholder approval to adopt the Employee Incentive Plan with the minor modifications referenced, to enable the Company to issue Equity Securities to eligible employees.

Directors' Recommendation

The Board of Directors recommend that Shareholders vote for Resolution 3.

The Chair intends to vote all undirected proxies in favour of this Resolution.

Resolution 4 – ASX Listing Rule 7.1A Approval of Future Issue of Equity Securities

ASX Listing Rule 7.1A provides that an eligible entity (as defined below) may seek security holder 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 ASX Listing Rule 7.1.

Resolution 4 is a Special Resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 4 for it to be passed. If Resolution 4 is approved, the number of Equity Securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out below). If the Resolution is not approved, any Equity Securities issued will be deducted from the Company's capacity under Listing Rule 7.1 (with the exception of those items provided for as exceptions under Listing Rule 7.2), and Shareholder approval will be required for the issue of any additional Equity Securities in excess of that capacity.

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.

As at the date of this Notice, 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 approximately \$38.65 million (based on the number of Shares on issue which excludes restricted securities and the closing price of Shares on ASX on 10 October 2024).

Any Equity Securities issued must be in the same class as an existing class of quoted equity securities. The Company currently has the following number and classes of securities on issue:

- 1,380,539,547 quoted fully paid ordinary shares; and
- 102,473,942 unquoted performance rights.

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

(A x D) - E

Where:

A = the number of fully paid Shares on issue at the commencement of the relevant period:

- (a) plus, the number of Shares issued in the relevant period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;
- (b) plus, the number of Shares issued in the relevant period on the conversion of convertible securities under rule 7.2 exception 9 where:
 - (i) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - (ii) the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4;
- (c) plus, the number of Shares issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where:
 - (i) the agreement was entered into before the commencement of the relevant period; or
 - (ii) the agreement or issue was approved, or taken under these rules to have been approved, under rule 7.1 or 7.4;
- (d) plus, the number of fully paid Shares issued in the relevant period with approval under Listing Rules 7.1 and 7.4;
- (e) plus, the number of partly paid Shares that became fully paid in the relevant period;
- (f) less the number of fully paid Shares cancelled in the relevant period.

D = 10%.

E = the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement to issue has not been subsequently approved by Shareholders under Listing Rules 7.4; and

"**relevant period**" means the 12-month period immediately preceding the date of the issue or agreement.

Specific information required by Listing Rule 7.3A

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

Minimum price

Under the ASX Listing Rules, the securities may only be issued for cash consideration per security which is not less than 75% of the volume weighted average price of securities in that class, calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (a) the date on which the price at which the equity securities are to be issued is agreed by the Company and the recipient of the securities; or
- (b) if the securities are not issued within 10 Trading Days of the date in paragraph (a) above, the date on which the securities are issued.

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:

- 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
- 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 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.

The table below shows the potential dilution of existing Shareholders calculated in accordance with the formula outlined in ASX 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 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" ASX Listing Rule 7.1A.2 | | Potential Dilution and Funds Raised | | |
|---|---------------------------------------|---|---------------------------------------|--|
| | | \$0.014 50% decrease in issue price | \$0.028 issue price ^(b) | \$0.056 100% increase in issue price |
| "A" is the number of shares on issue, ^(a) being | 10% voting dilution ^(c) | 138,053,954 | 138,053,954 | 138,053,954 |
| 1,380,539,547 Shares | Funds raised | \$1,932,755 | \$3,865,511 | \$7,731,021 |
| "A" is a 50% increase in shares on issue, being | 10% voting dilution ^(c) | 207,080,932 | 207,080,932 | 207,080,932 |
| 2,070,809,321 Shares | Funds raised | \$2,899,133 | \$5,798,266 | \$11,596,532 |
| "A" is a 100% increase in shares on issue, being | 10% voting dilution ^(c) | 276,107,909 | 276,107,909 | 276,107,909 |
| 2,761,079,094 Shares | Funds raised | \$3,865,511 | \$7,731,021 | \$15,462,043 |

Notes:

The table has been prepared on the following assumptions

- a) Based on the total number of Shares on issue as at 11 October 2024.
- b) Based on the closing price of Shares on ASX as at 10 October 2024.
- c) The table assumes that the Company issues the maximum number of Shares available to be issued under ASX Listing Rule 7.1A.

The table shows:

- two examples where Variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of Shares the Company has on issue. The number of Shares on issue may increase as a result of issues of Shares that do not require approval (for example, a pro rata entitlements issue) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- two examples of where the issue price of shares has decreased by 50% and increased by 100% as against the current market price.

Period for which the approval will be valid

If Shareholder approval is granted for Resolution 4, then that approval will expire on the earlier of:

- a) 21 November 2025, being 12 months from the date of the Meeting;
- b) the time and date of the Company's next Annual General Meeting; or
- c) the date Shareholder approval is granted to a transaction under ASX Listing Rule 11.1.2 (proposed change to nature or scale of activities) or ASX Listing Rule 11.2 (change involving main undertaking).

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

Purpose of Issue under 10% Placement Capacity

- The Company may issue equity securities under the 10% Placement Capacity for various purposes including general working capital purposes.
- The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.3 upon issue of any Equity Securities.

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:

- a) the purpose of the issue;
- b) 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;
- c) the effect of the issue of the equity securities on the control of the Company;
- d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- e) prevailing market conditions; and
- f) advice from corporate, financial and broking advisers (if applicable).

Securities issued or agreed to be issued under rule 7.1A.2 in the 12 months preceding the date of Meeting

The Company did not issue any Shares under ASX Listing Rule 7.1A.2 over the 12 months preceding the date of the Meeting.

Directors' Recommendation

The Board of Directors recommend that Shareholders vote for Resolution 4.

The Chair intends to vote all undirected proxies in favour of this Resolution.

Takeover Provisions

Resolution 5 – Approval to Refresh the Takeover Provisions within the Constitution

Background

Rule 6 of the Constitution contains provisions dealing with Shareholder approval requirements if there was to be any proportional takeover bids for the Company's securities (**Proportional Bid Provisions**).

A "proportional 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 holders of that class, only part of the Securities each holds.

Part 6.5 Subdivision 5C of the Corporations Act provides that these Proportional Bid Provisions cease to apply at the end of three (3) years from their adoption (or last renewal), but that they may be renewed by Special Resolution. The Board believes it is appropriate that the Proportional Bid Provisions of the Constitution (rule 6) be renewed.

In seeking the Shareholders' approval for the renewal of the Proportional Bid Provisions, the Corporations Act requires the below information to be provided to Shareholders.

Effect of provisions proposed to be renewed

Rule 6.3 of the Constitution provides where offers have been made under a proportional off-market bid in respect of a class of securities of the Company ("relevant class"), the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under the proportional off-market bid is prohibited unless and until a resolution (in this rule 6 referred to as a "prescribed resolution") to approve the proportional off-market bid is passed in accordance with the provisions of the Constitution.

A person (other than the bidder or a person associated with the bidder) who, as at the end of the day on which the first offer under the proportional off-market bid was made, held Securities in the relevant class is entitled to vote on a prescribed resolution and, for the purposes of so voting, is entitled to one vote for each of the relevant class Security.

A prescribed resolution is to be voted on at a meeting, convened and conducted by the Company, of the persons entitled to vote on the prescribed resolution.

A prescribed resolution that has been voted on is to be taken to have been passed if the proportion that the number of votes in favour of the prescribed resolution bears to the total number of votes on the prescribed resolution is greater than one half, and otherwise is taken to have been rejected.

Reason for the Resolution

Rule 6 of the Constitution is required to be renewed as more than three (3) years have passed since the last renewal of the Proportional Bid Provisions. Section 648(G)(1) of the Corporations Act provides that Proportional Bid Provisions such as provided in rule 6 of the Constitution cease to apply at the end of 3 years from their adoption (or their last renewal). Section 648(G)(4) enables the Shareholders to approve a renewal of Proportional Bid Provisions.

The Directors believe that the Shareholders should continue to have the choice of considering whether to accept a bid for what might become control of the Company without the 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 proportional takeover bid).

To preserve this choice, rule 6 of the Constitution needs to be renewed. If rule 6 of the Constitution is renewed and any proportional 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 (proportional takeover) bid for their own Securities.

Awareness of current acquisition proposals

As at the date of this Explanatory Statement, 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 Proportional Bid Provisions 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 Proportional Bid Provisions, there has been no application of rule 6. It may be argued that the potential advantages and disadvantages described below have also applied for the period since adoption of rule 6.

Potential advantages and disadvantages of the proposed Resolution for both Directors and Shareholders

An advantage to the Directors of renewing the Proportional Bid Provisions is that the Board will be able to assess the Shareholders' acceptance or otherwise of a proportional takeover bid should one be made.

As stated above, renewing rule 6 of the Constitution provides Shareholders with the choice of considering whether to accept a bid for what might become control of the Company without the 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 proportional takeover bid). If rule 6 of the Constitution is not renewed, Shareholders will not have this opportunity.

On the other hand, it may be argued that the renewal of rule 6 of the Constitution may make proportional takeover bids more difficult to succeed and therefore effectively discourage proportional takeover bids being made and reduce the freedom for Shareholders to sell some of their Securities.

Directors' Recommendation

The Board of Directors recommend that Shareholders vote for Resolution 5.

The Chair intends to vote all undirected proxies in favour of this Resolution.

Conditional Item

Resolution 6 – Board Spill Meeting (Conditional Item)

Background

At last year's Annual General Meeting, more than 25% of the votes cast on the resolution to adopt the Remuneration Report were against adopting the report and the Company received a "first strike".

Resolution 6 is a conditional Resolution and will only be put to the 2024 Annual General Meeting if at least 25% of the votes cast on Resolution 1 are cast against the adoption of the Remuneration Report for the financial year

ended 30 June 2024. If less than 25% of the votes are cast against adopting the Remuneration Report, then there will be no “second strike” and Resolution 6 will not be put to the 2024 Annual General Meeting.

If Resolution 6 is put, the Board Spill Meeting Resolution will be considered as an Ordinary Resolution. This Resolution is in accordance with section 250V of the Corporations Act. If the Spill Resolution is put to the 2024 Annual General Meeting and passed, an extraordinary meeting of shareholders (known as a ‘Spill Meeting’) will be held within 90 days of that resolution being passed at the Annual General Meeting in order to consider the composition of the Board. In the event a Spill Meeting is required, a separate notice of meeting will be distributed to Shareholders with details about those persons that will seek election as Directors of the Company at the Spill Meeting.

At the Spill Meeting, all of the Directors who were in office when the Board resolution to approve the Directors’ Report was passed, will cease to hold office at the conclusion of the Spill Meeting unless they are willing to stand for re-election and are re-elected at the Spill Meeting.

The Directors who were in office when the Board resolution to approve the Directors’ Report was passed and that would be required to stand for re-election at the Spill Meeting are Mr Matthew Brown, Ms Cathryn Lyall, Mr Craig Swanger and Ms Kate Whitney.

Subject to Mr Swanger being re-elected under Resolution 2, Mr Swanger will still be required to vacate office and stand for re-election at the Spill Meeting if Resolution 6 is passed. If any additional Directors were to be appointed before the Spill Meeting, they would not need to stand for election at the Spill Meeting to remain in office. The Company notes that the Corporations Act contains provision which will ensure that the Company has at least 3 directors following the Spill Meeting.

The Directors listed above are those who held office on 28 August 2024 when the Directors’ Report (including the Remuneration report) for the year ended 30 June 2024 was approved.

The Board considers the following factors to be relevant to a Shareholder’s decision on how to vote on this Resolution:

- the Board’s response to the first strike received at the 2023 Annual General Meeting, which is set out in the 2024 Annual Report;
- loss of Directors’ leadership, skills and knowledge – the Company has benefited from the clear focus and leadership the Board has provided to the business. There is no assurance that the current Non-Executive Directors would stand for re-election or be re-elected at the Spill Meeting. This creates significant risk that the governance of the Company would be disrupted and creates a real challenge to engage new Directors with the skills and knowledge expected of members of the Board; and
- disruption to the Company – if the Spill Resolution is passed, this will create additional costs, instability in leadership and potentially negatively impact the Company’s ability to implement its short term strategic objectives. The Board has been integral in overseeing this strategy.

Directors’ Recommendation

The Board of Directors recommend that Shareholders vote **AGAINST** this Resolution.

The Chair intends to vote all undirected proxies **AGAINST** this Resolution.

Enquiries

Shareholders are asked to contact the Company Secretary on a.palfreyman@wizr.com.au if they have any queries in respect of the matters set out in these documents.

Glossary

AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

Annual Financial Report means the 2024 Annual Report to Shareholders for the period ended 30 June 2024 as lodged by the Company with ASX.

Annual General Meeting or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

Associate has the meaning given to it by the ASX Listing Rules.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

ASX Listing Rules or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Auditor's Report means the auditor's report of BDO as included in the Annual Financial Report.

Board means the current board of Directors of the Company.

Business Day means a day on which trading takes place on the stock market of ASX.

Chair means the person chairing the Meeting.

Closely Related Party of a member of the KMP means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporation Regulations 2001* (Cth).

Company means Wisr Limited ACN 004 661 205.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

Director means a current director of the Company.

Directors' Report means the report of Directors as included in the Annual Financial Report.

Employee Incentive Plan means the employee incentive plan entitled "Employee Equity Incentive Plan", a summary of which is attached as Annexure A.

Equity Security means a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

KMP means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting dated 21 October 2024 including the Explanatory Statement.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Proxy Form means the proxy form attached to this Notice of Meeting.

Remuneration Report means the remuneration report as set out in the Annual Financial Report or, where indicated, the remuneration report for the financial year specified.

Resolutions means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

Restricted Voter means a member of the Company's KMP and any Closely Related Parties of those members.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

Share Registry or **Link** means Link Market Services.

Special Resolution means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Spill Meeting means the meeting that will be convened within 90 days of the 2025 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2025 AGM.

Spill Resolution means the resolution required to be put to Shareholders at the 2025 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2025 AGM.

Trading Day has the meaning given to that term in ASX Listing Rule 19.12.


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Annexure A


- **Governance:** The plan will be governed by the Board or Committee the Board delegates its authority in relation to the Plan, such as the People, Culture and Remuneration Committee.
- **Eligibility:** Offers to participate in the Plan may be made to employees, directors, or any other person at the Board's discretion (subject to the Class Order or other applicable requirements).
- **Quantum:** The Board will determine the potential opportunity amount for each participant. This amount may be a \$ amount, a % of fixed remuneration or by reference to a percentage of the market capital value or shares on issue. This amount will be confirmed in the offer letter to the participant. The actual amount the participant will be eligible to receive will be determined by the Board with reference to achievement against the Participant's annual scorecard of performance measures over the financial year. The number of Performance Rights will be determined by dividing the amount by the VWAP of Company's Shares for the 20 Trading Days prior to the award date.
- **Instrument:** Each Performance Right entitles the holder to one Wisr Share (subject to any adjustments as a result of a reorganisation of capital). Performance Rights do not provide the participant with a right to receive dividends. Performance Rights are forfeitable until any performance conditions are met and the rights vest and become exercisable.
- **Vesting Date:** Date on which all of the performance conditions for the Performance Rights are met. The Board may have the discretion to waive or reduce performance conditions or vest the Performance Rights at an earlier time.
- **Performance Conditions:** The Board will set an annual scorecard which will establish performance measures and their relative weightings which will be communicated to the participant prior to the commencement of the performance period. The scorecard will also establish the degree to which each measure is rewarded by establishing levels of performance and corresponding levels of reward. The Board will assess the performance against the annual scorecard at the end of the financial year and determine the value of the award and the amount to be awarded as Performance Rights. The Board has absolute discretion to adjust the outcomes up or down based on the overall results, the Company's values and impact on shareholder value. The Performance Rights held by the Participant may be subject to further Performance Conditions as determined by the Board and outlined in the offer. For non-KMP participants, the additional Performance Condition is currently that the participant must remain an employee of the Company until vesting (subject to 'good leaver' provisions').
- **Restrictions on dealing:** The Shares held by the Participant as a result of exercising the Performance Rights may be subject to restrictions on dealing as determined by the Company and outlined in the offer, in addition to restrictions on trading under the Company's Securities Trading Policy or applicable law. Leaver Provisions: A 'good leaver' is defined as an employee who terminates employment as a result of retirement, genuine redundancy, death, total and permanent disability, or any other circumstance as determined by the Board. Where an individual is a good leaver, generally any vested Performance Rights will remain on foot subject to the original performance conditions. However, the Board has the discretion to determine that the Performance Rights are treated in a different manner, for example that they lapse or partially lapse or that they could accelerate the vesting. A 'bad leaver' is defined as a leaver who is not considered a good leaver. Where an employee is a bad leaver, any unvested Performance Rights immediately lapse unless otherwise determined by the Board.
- **Change in Control:** The Board would retain discretion to determine the treatment of unvested Performance Rights in the case of change of control.
- **Claw back:** The Board will require a participant to pay back part or all of the resulting shares, or forfeit Performance Rights not yet vested, that are found to be awarded as the result of material financial misstatements, fraud or misconduct that resulted in an award that would not have otherwise been payable.

LODGE YOUR VOTE

 **ONLINE**
<https://investorcentre.linkgroup.com>

 **BY MAIL**
 Wisr Limited
 C/- Link Market Services Limited
 Locked Bag A14
 Sydney South NSW 1235 Australia

 **BY FAX**
 +61 2 9287 0309

 **BY HAND**
 Link Market Services Limited
 Parramatta Square, Level 22, Tower 6,
 10 Darcy Street, Parramatta NSW 2150

 **ALL ENQUIRIES TO**
 Telephone: 1300 554 474 Overseas: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Wisr Limited and entitled to participate in and vote hereby appoint:

APPOINT A PROXY

the Chair of the Meeting (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chair of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **3:00pm (AEDT) on Thursday, 21 November 2024 at the offices of BDO, Level 11, 1 Margaret Street, Sydney NSW 2000 (the Meeting)** and at any postponement or adjournment of the Meeting.


Important for Items 1, 3 & 6: If the Chair of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chair of the Meeting to exercise the proxy in respect of Items 1, 3 & 6, even though the Items are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chair of the Meeting intends to vote undirected proxies in FAVOUR of Items 1 to 5.
The Chair of the Meeting intends to vote undirected proxies AGAINST Item 6.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.
 Please read the voting instructions overleaf before marking any boxes with an

| Items | For | Against | Abstain* | For | Against | Abstain* |
|---|--------------------------|--------------------------|--------------------------|---|--------------------------|--------------------------|
| 1 Adoption of Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 5 Approval to Refresh the Takeover Provisions within the Constitution | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 Re-election of Mr Craig Swanger as Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 6 Board Spill Meeting (Conditional Item) | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 Approval of Employee Incentive Plan | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | |
| 4 ASX Listing Rule 7.1A Approval of Future Issue of Equity Securities | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | |

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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

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STEP 1

STEP 2

STEP 3



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chair of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Items are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to participate in the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to participate in the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **3:00pm (AEDT) on Tuesday, 19 November 2024**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Wisr Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

*During business hours Monday to Friday (9:00am - 5:00pm)

IMPORTANT INFORMATION

Link Group is now known as MUFG Pension & Market Services. Over the coming months, Link Market Services will progressively rebrand to its new name MUFG Corporate Markets, a division of MUFG Pension & Market Services.

**IF YOU WOULD LIKE TO PARTICIPATE IN AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

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