

2025 Notice of Annual General Meeting

24 October 2025 – Weebit Nano Ltd (**ASX: WBT, Weebit**), a leading developer and licensor of advanced memory technologies for the global semiconductor industry, attaches the following documents relating to its 2025 Annual General Meeting to be held at 3.00pm (AEDT) on Monday, 24 November 2025:

- Notice of Annual General Meeting
- Notice of Access
- Proxy Form

ENDS

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 and licensor of advanced 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. As it is based on fab-friendly materials, Weebit ReRAM can be integrated within existing flows and processes faster and easier than other emerging technologies, without requiring special equipment or large investments. See: www.weebit-nano.com

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24 October 2025

Dear Shareholder

On behalf of the Board of Weebit Nano Limited (**Weebit Nano** or the **Company**), I am pleased to invite you to attend the 2025 Annual General Meeting (**AGM**) of Weebit Nano.

Enclosed is the Notice of Meeting (including the Explanatory Memorandum) and Proxy Form setting out the business of the AGM. This contains full details of the meeting and the resolutions to be considered at the meeting.

Attendance at the meeting

The AGM will take place on Monday, 24 November 2025 at 3.00pm (AEDT) as a hybrid meeting, with the physical component of the AGM to be held at Dexu Place, Exhibition Rooms 1 & 2, Level 6, 80 Collins Street, Melbourne VIC 3000 and the online component at <https://meetnow.global/M65JHRK>

Resolutions at the meeting

Last year, the Board set aggressive goals to be achieved in 2025 and tied these performance targets to management and CEO remuneration. Weebit Nano has made major commercial progress in FY25 to achieve those goals, including strong revenue growth and multiple new licensing agreements with foundries, Integrated Device Manufacturers (IDMs), and product companies. The Company and management are focusing and working hard to achieve the remaining targets by the end of calendar year 2025.

The Board has carefully considered the appropriate remuneration resolutions to be proposed at this year's AGM and, consistent with remuneration structures at global high-tech companies, Restricted Share Rights are being proposed for all Non-executive Directors and the Chief Executive Officer.

The Chief Executive Officer and Board's remuneration was carefully analysed and compared to a large peer group by an independent third party, a process we follow every year, and the proposed resolutions are in line with the results of that study.

The proposed grant of Restricted Share Rights is intended to align Directors' interests with those of Shareholders by increasing their equity exposure. This aims to ensure the Board remains focused on long-term Shareholder value creation, especially during a period of significant growth requiring stability and accountability at the Board level.

Thank you for your continued support of Weebit Nano. I look forward to your attendance at the 2025 AGM where CEO Coby Hanoch, CFO Alla Felder and I will present our FY25 results and outlook for FY26.

Yours faithfully,



David (Dadi) Perlmutter
Chair

Notice of Annual General Meeting

Notice is given that the 2025 Annual General Meeting (**AGM** or **Meeting**) of Shareholders of Weebit Nano Limited (**Company**) will be held in-person and online on:

Date: Monday, 24 November 2025

Time: 3.00pm (AEDT)

In Person: Dexus Place

Exhibition Rooms 1 & 2

Level 6, 80 Collins Street

Melbourne VIC 3000

Online: <https://meetnow.global/M65JHRK>

If you are a Shareholder and you wish to attend in-person, the AGM will be held at Dexus Place, Level 6, 80 Collins Street, Melbourne VIC 3000. If you are attending in-person, please bring your Proxy Form with you to assist registration.

If you are a Shareholder and you wish to attend virtually, you can access the Meeting online at <https://meetnow.global/M65JHRK>. Shareholders attending the online meeting will be able to ask questions and vote at the live meeting.

For personal use only

CONSIDERATION OF REPORTS

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 2025.

All Shareholders can view the Company's Annual Report which contains the Financial Report, the Directors' Report and the Independent Auditor's Report of the Company for the year ended 30 June 2025 on the Company's website at <https://www.weebit-nano.com/investors/investor-center/>.

There is no requirement for a formal resolution and Shareholders are not required to vote on this item.

QUESTIONS AND COMMENTS

Following consideration of the Reports, the Chair of the Meeting will allow Shareholders a reasonable opportunity to ask questions about or make comments on the business of the Meeting, the management of the Company or about the Company generally.

The Company's Auditor, Nexia Perth Audit Services Pty Limited ("**Nexia**" or "**Auditor**"), will attend the Meeting and there will be a reasonable opportunity for Shareholders to ask the Auditor questions relevant to:

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

The Chair will also give the Auditor a reasonable opportunity to answer any written questions submitted by Shareholders that are relevant to the content of the Independent Auditor's Report or the conduct of the audit.

ITEMS FOR APPROVAL

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, the Company's Remuneration Report for the financial year ended 30 June 2025, as contained in the Company's Annual Report, is adopted."

Note: In accordance with section 250R(3) of the Corporations Act 2001 (Cth) (**Corporations Act**), 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 member of the Company's Key Management Personnel whose remuneration details are included in the Remuneration Report for the year ended 30 June 2025 (**KMP**), or that KMP Member's closely related parties, regardless of the capacity in which the vote is cast. A "**closely related party**" includes a spouse, dependent and certain other close family members of a KMP, as well as any companies controlled by a KMP.

However, votes will not be disregarded if they are cast in favour of this Resolution 1 by a KMP, or that KMP Member's closely related party, as a proxy, if the vote is not cast on behalf of the KMP or the closely related party and:

- (a) the proxy appointment is in writing and specifies how the proxy is to vote on Resolution 1; or
- (b) the proxy is the chair of the meeting and the appointment does not specify the way the proxy is to vote on Resolution 1 and 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.

"Key Management Personnel" and "closely related party" have the same meaning as set out in the Corporations Act.

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: Election of Ms Anne Templeman-Jones as a Director

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

“That Ms Anne Templeman-Jones, who retires in accordance with clause 14.4 of the Company’s Constitution, and being eligible, is elected as a Director of the Company.”

Resolution 3: Re-election of Mr David (Dadi) Perlmutter as a Director

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

“That Mr David (Dadi) Perlmutter, who retires by rotation in accordance with clause 14.2 of the Company’s Constitution, and being eligible, is re-elected as a Director of the Company.”

Resolution 4: Re-election of Mr Ashley Krongold as a Director

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

“That Mr Ashley Krongold, who retires by rotation in accordance with clause 14.2 of the Company’s Constitution and being eligible, is re-elected as a Director of the Company.”

Resolution 5: Issue of Restricted Share Rights to Executive Director and CEO 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 10.14 and for all other purposes, Shareholders approve and authorise the Company to issue 533,792 Restricted Share Rights over Shares in the Company to Mr Jacob Hanoch, or his nominee, in accordance with the terms of the EIOP and as described in the Explanatory Memorandum below.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution 5 by or on behalf of:

- (a) Mr Jacob Hanoch (or his nominee/s); or
- (b) an associate of Mr Jacob Hanoch (or his nominee/s).

Additionally, in accordance with ASX Listing Rule 14.11.1, the Company will also disregard any votes cast in favour of Resolution 5 by or on behalf of a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question.

However, votes will not be disregarded if they are cast in favour of this Resolution 5 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with the directions given on the Proxy Form; or
- (b) by the person chairing the Meeting (**Chair**) as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with a direction given to the Chair 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 on Resolution 5; and

- (ii) the holder votes on Resolution 5 in accordance with directions given by the beneficiary to the holder to vote in that way.

In accordance with section 250BD of the Corporations Act, a KMP Member or their closely related party appointed as a proxy must not vote on Resolution 5 on the basis of that appointment, unless the vote is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chairman of the Meeting where the proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP Member.

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

Resolution 6: Approval of Issue of Restricted Share Rights to Non-executive Director of the Company, Mr David (Dadi) Perlmutter

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

"That for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve and authorise the Company to issue 71,168 Restricted Share Rights to Mr David (Dadi) Perlmutter, or his nominee, in accordance with the terms of the EIOP and as described in the Explanatory Memorandum."

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution 6 by Mr David (Dadi) 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 or an associate of that person (except a benefit solely by reason of being a holder of ordinary securities in the Company).

Additionally, in accordance with ASX Listing Rule 14.11.1, the Company will also disregard any votes cast in favour of Resolution 6 by on or behalf of a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question.

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.

In accordance with section 250BD of the Corporations Act, a KMP Member or their closely related party appointed as a proxy must not vote on Resolution 6 on the basis of that appointment, unless the vote is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chairman of the Meeting where the proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP Member.

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

Resolution 7: Approval of Issue of Restricted Share Rights to Non-executive Director of the Company, Ms Anne Templeman-Jones

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

"That for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve and authorise the Company to issue 113,872 Restricted Share Rights to Ms Anne Templeman-Jones, or her nominee, in accordance with the terms of the EIOP and as described in the Explanatory Memorandum."

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution 7 by Ms Anne Templeman-Jones (or her nominee/s) and any of her associates and any other person who will obtain a material benefit as a result of the issue of the securities or an associate of that person (except a benefit solely by reason of being a holder of ordinary securities in the Company).

Additionally, in accordance with ASX Listing Rule 14.11.1, the Company will also disregard any votes cast in favour of Resolution 7 by on or behalf of a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question.

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.

In accordance with section 250BD of the Corporations Act, a KMP Member or their closely related party appointed as a proxy must not vote on Resolution 7 on the basis of that appointment, unless the vote is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chairman of the Meeting where the proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP Member.

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

Resolution 8: Approval of Issue of Restricted Share Rights 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 10.14 and for all other purposes, Shareholders approve and authorise the Company to issue 35,584 Restricted Share Rights to Mr Ashley Krongold, or his nominee, in accordance with the terms of the EIOP and as described in the Explanatory Memorandum."

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution 8 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 or an associate of that person (except a benefit solely by reason of being a holder of ordinary securities in the Company).

Additionally, in accordance with ASX Listing Rule 14.11.1, the Company will also disregard any votes cast in favour of Resolution 8 by on or behalf of a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question.

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.

In accordance with section 250BD of the Corporations Act, a KMP Member or their closely related party appointed as a proxy must not vote on Resolution 8 on the basis of that appointment, unless the vote is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chairman of the Meeting where the proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP Member.

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

Resolution 9: Approval of Issue of Restricted Share Rights to Non-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 10.14 and for all other purposes, Shareholders approve and authorise the Company to issue up to 35,584 Restricted Share Rights to Dr Yoav Nissan-Cohen, or his nominee, in accordance with the terms of the EIOP and as described in the Explanatory Memorandum."

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution 9 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 or an associate of that person (except a benefit solely by reason of being a holder of ordinary securities in the Company).

Additionally, in accordance with ASX Listing Rule 14.11.1, the Company will also disregard any votes cast in favour of Resolution 9 by on or behalf of a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question.

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.

In accordance with section 250BD of the Corporations Act, a KMP Member or their closely related party appointed as a proxy must not vote on Resolution 9 on the basis of that appointment, unless the vote is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chairman of the Meeting where the proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP Member.

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

Resolution 10: Approval of Issue of Restricted Share Rights 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 10.14 and for all other purposes, Shareholders approve and authorise the Company to issue 35,584 Restricted Share Rights to Mr S. Atiq Raza, or his nominee, in accordance with the terms of the EIOP 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 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 or an associate of that person (except a benefit solely by reason of being a holder of ordinary securities in the Company).

Additionally, in accordance with ASX Listing Rule 14.11.1, the Company will also disregard any votes cast in favour of Resolution 10 by on or behalf of a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question.

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.

In accordance with section 250BD of the Corporations Act, a KMP Member or their closely related party appointed as a proxy must not vote on Resolution 10 on the basis of that appointment, unless the vote is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chairman of the Meeting where the proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP Member.

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

Resolution 11: Approval of Issue of Restricted Share Rights to Non-executive Director of the Company, Ms Naomi Simson

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

"That for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve and authorise the Company to issue 35,584 Restricted Share Rights to Ms Naomi Simson, or her nominee, in accordance with the terms of the EIOP and as described in the Explanatory Memorandum."

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution 11 by Ms Naomi Simson (or her nominee/s) and any of her associates and any other person who will obtain a material benefit as a result of the issue of the securities or an associate of that person (except a benefit solely by reason of being a holder of ordinary securities in the Company).

Additionally, in accordance with ASX Listing Rule 14.11.1, the Company will also disregard any votes cast in favour of Resolution 11 by on or behalf of a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question.

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.

In accordance with section 250BD of the Corporations Act, a KMP Member or their closely related party appointed as a proxy must not vote on Resolution 11 on the basis of that appointment, unless the vote is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chairman of the Meeting where the proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP Member.

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

Other Business

To consider any other business that may lawfully be brought forward in accordance with the Company's Constitution 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 Saturday, 22 November 2025. 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 two or more votes may appoint two 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 in accordance with the instructions there not later than 3.00pm (AEDT) on Saturday, 22 November 2025.

Custodian Voting

For intermediary online subscribers only (Custodians) please submit your voting instructions at www.intermediaryonline.com.

How to submit your vote during the Meeting

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

Shareholders must use the Computershare Meeting Platform to attend and participate in the Meeting.

To participate in the Meeting, you can log in by entering the following URL <https://meetnow.global/M65JHRK> on your computer, tablet or smartphone.

Online registration will open one (1) hour before the Meeting.

To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready. Proxyholders will need to contact Computershare prior to the Meeting to obtain their unique email invitation link.

To participate in the Meeting online follow the instructions below.

1. Click on 'Join Meeting Now'.
2. Enter your SRN/HIN. Proxyholders will need to contact Computershare on +61 3 9415 4024 one hour prior to the Meeting to obtain their unique email invitation link.
3. Enter your postcode registered to your holding if you are an Australian securityholder. If you are an overseas securityholder select the country of your registered holding from the drop-down list.
4. Accept the Terms and Conditions and 'Click Continue'.

You can view the Meeting live, ask questions verbally or via a live text facility and cast votes at the appropriate times while the Meeting is in progress.

Online Meeting Guide: www.computershare.com.au/virtualmeetingguide

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, 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 to ask questions or make comments on the management of the Company at the Meeting.

Relevant written questions to auditor must be received no later than 5.00pm (AEDT) on Monday, 17 November 2025. Please send written questions to naomi.lawrie@vistra.com using the subject header "WBT AGM 2025 Question".

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 who will be attending virtually are encouraged to lodge a proxy by 3:00 pm (AEDT) on Saturday, 22 November 2025.

By order of the Board

A handwritten signature in black ink, appearing to read 'Naomi Lawrie', written in a cursive style.

Naomi Lawrie
Company Secretary
Date: 24 October 2025

For personal use only

Weebit Nano Limited
(ACN 146 455 576)
Explanatory Memorandum

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 2025 Annual General Meeting (**Meeting**) to be held commencing at 3.00pm (AEDT) on Monday, 24 November 2025.

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 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 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.

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: Election of Ms Anne Templeman-Jones as a Director

Ms Anne Templeman-Jones was appointed as an Independent Non-executive Director of the Company on 1 January 2025 and was appointed Deputy Chair effective from 5 August 2025. Ms Templeman-Jones is the Chair of the Governance Committee and a member of each of the Finance, Audit & Risk and Strategy & Technology Committees.

The Company's Constitution and ASX Listing Rule 14.4 require that any director appointed to the Board since the Company's last annual general meeting holds office until the conclusion of the Company's next annual general meeting, but is eligible for election at that meeting. Having been appointed to the Board in January 2025, Ms Templeman-Jones is eligible, and offers herself, for election at the AGM.

Resolution 2 provides for the election of Ms Anne Templeman-Jones as a Director of the Company in accordance with clause 14.4 of the Company's Constitution. If Shareholders do not approve the election then Ms Templeman-Jones will cease to be a Director at the conclusion of the Meeting.

Ms Templeman-Jones' distinguished career, which spans 35 years of executive and board roles in Australia and internationally, has seen her lead and advise many major companies across multiple industries. This included a successful executive career in the banking industry, and was followed by board roles with Commonwealth Bank of Australia Limited, Blackmores Limited, Cuscal, Worley Limited, GUD Holdings Limited, The Citadel Group, TAL Superannuation Australia, and HBF Private Health Insurance, among others.

Ms Templeman-Jones currently sits on the boards of Mac Copper Limited, Paladin Energy Limited and Trifork AG.

Prior to submitting herself for election, Ms Templeman-Jones has confirmed that she would continue to have sufficient time to properly fulfil her duties and responsibilities to the Company.

The Board supports the election of Ms Templeman-Jones as she will contribute to the Board with her deep business acumen, strategy, finance and corporate governance experience, as well as enterprise risk management of complex organisations.

Voting Exclusion Statement

There are no voting exclusions for this Resolution.

Board Recommendation and Voting Intention

The Board (excluding Ms Templeman-Jones) unanimously recommends that Shareholders vote in **FAVOUR** of this Resolution.

Resolution 3: Re-election of Mr David (Dadi) Perlmutter 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 David Perlmutter as a Director of the Company in accordance with clause 14.2 of the Company's Constitution.

Mr David Perlmutter was appointed as an independent Non-executive Director of the Company on 1 August 2016.

Mr Perlmutter is focused on investment in growing technology companies in Israel and Silicon Valley. Mr Perlmutter chairs Teramount (a privately owned company) in addition to various non-profit organisations, is a member of the Board of Governors of the Technion – Israel Institute of Technology and is a chair of the Technion Council and sits on the board of directors of various startups.

Mr Perlmutter served as Executive Vice President and General Manager of the Intel Architecture Group (IAG) and chief product officer of Intel Corporation until early 2014. He was responsible for the business and development of Intel's platform solutions for all computing and communication segments including datacenters, desktops, laptops, handhelds, embedded devices, and computer electronics. In his tenure he grew the business from US\$35 billion in 2008 to more than US\$50 billion in 2013, managed 35,000 people worldwide and made investments and acquisitions exceeding US\$2.5 billion.

Prior to submitting himself for re-election, Mr Perlmutter has confirmed that he would continue to have sufficient time to properly fulfil his duties and responsibilities to the Company.

The Board supports the re-election of Mr Perlmutter as he will contribute to the Board with his significant expertise in the semiconductor industry and leadership skills.

Voting Exclusion Statement

There are no voting exclusions for this Resolution.

Board Recommendation and Voting Intention

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

Resolution 4: 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 4 provides for the re-election of Mr Ashley Krongold as a Director of the Company in accordance with clause 14.2 of the Company's Constitution.

Mr Ashley Krongold was appointed as an independent Non-executive Director of the Company on 30 September 2016.

Mr Krongold is the CEO of The Krongold Group, a third-generation, family-run group of companies based in Melbourne, Australia, with businesses spanning various industries globally. Prior to The Krongold Group, Ashley spent 15 years in the investment banking and accounting industries. He was a founding member of Investec Bank Australia and worked at William Buck Chartered Accountants, ANZ Corporate Finance (London) and ANZ Private Bank (Australia). Ashley is a founding partner of OurCrowd, one of the world's leading global venture investing platforms.

Prior to submitting himself for re-election, Mr Krongold has confirmed that he would continue to have sufficient time to properly fulfil his duties and responsibilities to the Company.

The Board supports the re-election of Mr Krongold as he will contribute to the Board with his significant expertise in investment banking and accounting.

Voting Exclusion Statement

There are no voting exclusions for this Resolution.

Board Recommendation and Voting Intention

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

Resolutions 5 – 11: Approval to Issue Restricted Share Rights to Directors of the Company

Resolutions 5 – 11 seek Shareholder approval for the granting of Restricted Share Rights to Directors of the Company pursuant to the EIOP as follows:

- 533,792 Restricted Share Rights to Mr Jacob Hanoch (Resolution 5) with an aggregate value of \$1,499,955.52;
- 71,168 Restricted Share Rights to Mr David (Dadi) Perlmutter (Resolution 6) with an aggregate value of \$199,982.08;
- 113,872 Restricted Share Rights to Ms Anne Templeman-Jones (Resolution 7) with an aggregate value of \$319,980.32;
- 35,584 Restricted Share Rights to Mr Ashley Krongold (Resolution 8) with an aggregate value of \$99,991.04;

- 35,584 Restricted Share Rights to Dr Yoav Nissan-Cohen (Resolution 9) with an aggregate value of \$99,991.04;
- 35,584 Restricted Share Rights Mr S. Atiq Raza (Resolution 10) with an aggregate value of \$99,991.04; and
- 35,584 Restricted Share Rights to Ms Naomi Simson (Resolution 11) with an aggregate value of \$99,991.04.

The number of Restricted Share Rights to be granted to the Directors has been calculated based on the closing price of the Company's Shares of \$2.81 on 27 August 2025 (being the reference date approved by the Board).

The value of the Restricted Share Rights granted to be to Directors was determined based on an independent expert's benchmark surveys and as part of the overall remuneration packages of Directors. In accordance with such considerations, the Board determined that approximately \$100,000 in value of Restricted Share Rights be granted to each Non-executive Director, with an additional approximately \$100,000 in value of Restricted Share Rights to be granted to Mr Perlmuter in recognition of his role as Chair and an additional approximately \$120,000 in value of Restricted Share Rights to be granted Ms Templeman-Jones in recognition of her role as Deputy Chair and also as a sign-on bonus. The number of Restricted Share Rights granted to Mr Hanoch has been calculated based on an amount equivalent to approximately \$1,500,000 in value.

The Company intends to grant Restricted Share Rights 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. Upon the occurrence of time-based vesting conditions, Restricted Share Rights will vest and become exercisable.

Restricted Share Rights will vest and become exercisable for fully paid, ordinary shares (**Shares**) in the Company on each date that an applicable time-based vesting condition is achieved. If any time-based vesting condition is not achieved, the relevant Restricted Share Rights will lapse.

The vesting of the Restricted Share Rights is not subject to any performance hurdles. The Company considers it is appropriate that securities granted to non-executive Directors pursuant to the EIOP should not be subject to performance hurdles. The Company has also determined to grant Restricted Share Rights to its executive Directors, in order to offer a remuneration package which is competitive with Israel and the US (as countries in which a number of the Company's Directors are based).

Why Shareholder approval is being sought

Listing Rule 10.14 states that a listed company must not permit a Director to acquire equity securities under an employee incentive scheme without Shareholder approval, by ordinary resolution. The purpose of Resolutions 5 – 11 is to seek Shareholder approval for the purposes of Listing Rule 10.14 (and for all other purposes) for the proposed grant of Restricted Share Rights under the EIOP to the Directors of the Company.

If approval is given under Listing Rule 10.14, approval is not required under Listing Rule 7.1. **Grant of Restricted Share Rights**

(a) Chief Executive Director of the Company

Following approval by Shareholders, the Chief Executive Director of the Company (or his nominee) will be granted Restricted Share Rights to acquire Shares.

Upon exercise, each Restricted Share Rights entitles the Chief Executive Director (or his nominee) 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.

(b) Non-executive Directors of the Company

Following approval by Shareholders, the Non-executive Directors of the Company (or their respective nominees) will be granted Restricted Share Rights to acquire Shares.

Upon exercise, each Restricted Share Rights entitles each Non-executive Director (or their nominee) 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.

Vesting period

The Restricted Share Rights will vest and become exercisable for Shares in tranches over the course of a four-year period (**Vesting Period**), based on the achievement of the following time-based vesting conditions:

- (a) 25% of the Restricted Share Rights will vest on 30 September 2026; and
- (b) for a period of three years thereafter, 6.25% of the Restricted Share Rights will vest at the end of each quarter.

In the event of a change of control, the EIOP rules confer on the Board discretionary power to determine the way any or all of the Restricted Share Rights will be dealt with, including discretion to allow participants to benefit from the change of control event. If a change of control occurs prior to the expiration of the Vesting Period, the Board currently intends to exercise its discretion so that all of the Restricted Share Rights which remain unvested at that time will vest and become exercisable immediately prior to the occurrence of the change of control.

Reorganisation

If at any time the capital of the Company is reorganised (including consolidation, subdivision, reduction or return), the terms attaching to the Restricted Share Rights may be adjusted in a manner consistent with the Corporations Act and the Listing Rules at the time of the reorganisation.

Voting Rights / Dividends

Restricted Share Rights do not entitle the holders to vote in respect of that equity instrument, nor participate in dividends, when declared, until such time as the Restricted Share Rights have vested and been exercised for Shares.

New Issues

Restricted Share Rights holders may only participate in new issues of securities to holders of Shares in the Company if Restricted Share Rights have vested and been exercised for Shares before the record date for determining entitlements to the issue.

Restricted Share Rights are not transferable (except in limited circumstances or with the consent of the Board) and will not be quoted on the ASX.

Malus / clawback

The EIOP provides the Board with the ability to apply malus / clawback provisions and deem any unvested or vested but unexercised Restricted Share Rights of a participant as lapsed, or do such things as necessary to cancel any Shares issued on exercise of Restricted Share Rights, in certain circumstances including fraud, gross negligence or serious or wilful misconduct.

The key terms of the EIOP are described in Schedule 1.

Date on which the Restricted Share Rights will be granted

Subject to Shareholder approval, it is anticipated that the Restricted Share Rights will be granted to the Directors shortly after the 2025 Annual General Meeting. In any event, the Restricted Share Rights will be granted no later than 3 years after the 2025 Annual General Meeting.

Information required by Listing Rule 10.15

In accordance with Listing Rule 10.15, Shareholders are provided the following information:

Name of allottee	Mr Jacob Hanoch		
Category of allottee	Director of the Company		
The number and class of securities	533,792 Restricted Share Rights (exercisable for 533,792 Shares, or such other number as otherwise determined in accordance with any adjustment required to be made under the Corporations Act or the Listing Rules).		
Material terms of the securities and the scheme	A summary of the material terms of the Restricted Share Rights and the scheme are included above and at Schedule 1 of this Explanatory Memorandum.		
The price for each security	No amount is payable by the Executive Director and CEO for the grant of Restricted Share Rights, nor in respect of any Shares allocated on exercise of vested Restricted Share Rights.		
Value that the Company attributes to the security that is being issued and its basis	\$1,499,955.52 (based on the closing price of the Company's Shares of \$2.81 on 27 August 2025).		
Details of the current remuneration package* *Figures represent latest annual remuneration.	<ul style="list-style-type: none"> • Base salary: \$621,305 • Short Term incentive: \$210,000 • Share-based payments: \$2,130,346 • Total salary and fees: \$2,961,651 		
Voting exclusion statement	Refer to the Voting Exclusion Statement set out under the relevant Resolution.		
Loan scheme	There is no loan scheme in relation to the grant of Restricted Share Rights under the EIOP.		
Previous awards under the EIOP		Number of securities granted	Average acquisition price (per security)
	FY2025 Performance Rights	750,000	Nil
	FY2024 Restricted Share Rights	350,000	Nil
	FY2024 Options	385,000	\$4.88
	FY2023 Performance Rights	480,000	Nil
	FY2022 Options	960,000	\$2.68
	FY2021 Options	1,200,000	\$0.823
	FY2020 Options	900,000	\$0.54
	FY2019 Performance Rights*	480,000*	Nil
	FY2019 Options*	400,000*	\$0.438
	FY2018 Options*	1,120,000*	\$0.438
Additional information	<p>Details of any Restricted Share Rights granted under the EIOP will be published in the Annual Report relating to the period in which they were granted, alongside a statement that approval for the grant was obtained under Listing Rule 10.14.</p> <p>Any additional persons covered by LR 10.14 who become entitled to participate in an issue of securities under the scheme after the resolution is approved and who were not named in the Notice will not participate until approval is obtained under that rule.</p>		

* After 25:1 share consolidation (was 10,000,000 and 28,000,000 options for FY2019 and FY2018, respectively and 12,000,000 Performance Rights for FY2019)

The name of the allottee	Mr David Perlmutter		
Category of allottee	Director of the Company		
The number and class of securities	71,168 Restricted Share Rights (exercisable for 71,168 Shares, or such other number as otherwise determined in accordance with any adjustment required to be made under the Corporations Act or the Listing Rules).		
Material terms of the securities and the scheme	A summary of the material terms of the Restricted Share Rights and the scheme are included above and at Schedule 1 of this Explanatory Memorandum.		
The price for each security	No amount is payable for the grant of Restricted Share Rights, nor in respect of any Shares allocated on exercise of vested Restricted Share Rights.		
Value that the Company attributes to the security that is being issued and its basis	\$199,982.08 (based on the closing price of the Company's Shares of \$2.81 on 27 August 2025).		
Details of the current remuneration package* *Figures represent latest annual remuneration.	<ul style="list-style-type: none"> Base salary and fees: \$227,627 Share-based payments: \$978,012 Total salary and fees: \$1,205,639 		
Voting exclusion statement	Refer to the Voting Exclusion Statement set out under the relevant Resolution.		
Loan scheme	There is no loan scheme in relation to the grant of Restricted Share Rights under the EIOP.		
Previous awards under the EIOP		Number of securities granted	Average acquisition price (per security)
	FY2024 Performance Rights	300,000	Nil
	FY2024 Options	215,000	\$4.88
	FY2023 Performance Rights	400,000	Nil
	FY2022 Options	800,000	\$2.68
	FY2021 Options	750,000	\$0.823
	FY2020 Options	500,000	\$0.74
	FY2019 Options*	800,000*	\$0.8475
Additional information	<p>Details of any Restricted Share Rights granted under the EIOP will be published in the Annual Report relating to the period in which they were granted, alongside a statement that approval for the grant was obtained under Listing Rule 10.14.</p> <p>Any additional persons covered by LR 10.14 who become entitled to participate in an issue of securities under the scheme after the resolution is approved and who were not named in the Notice will not participate until approval is obtained under that rule.</p>		

* After 25:1 share consolidation (was 20,000,000 for FY2019)

The name of the allottee	Ms Anne Templeman-Jones
Category of allottee	Director of the Company
The number and class of securities	113,872 Restricted Share Rights (exercisable for 113,872 Shares, or such other number as otherwise determined in accordance with any adjustment required to be made under the Corporations Act or the Listing Rules).
Material terms of the securities and the scheme	A summary of the material terms of the Restricted Share Rights and the scheme are included above and at Schedule 1 of this Explanatory Memorandum.
The price for each security	No amount is payable for the grant of Restricted Share Rights, nor in respect of any Shares allocated on exercise of vested Restricted Share Rights.
Value that the Company attributes to the security that is being issued and its basis	\$319,980.32 (based on the closing price of the Company's Shares of \$2.81 on 27 August 2025)..
Details of the current remuneration package* *Ms Templeman-Jones was appointed on 1 January 2025. The figures represent her latest annual remuneration.	<ul style="list-style-type: none"> • Base salary and fees: \$120,000 • Share-based payments: \$0 • Total salary and fees: \$120,000 <p><i>Ms Anne Templeman-Jones is being offered an additional 78,288 of Restricted Share Rights above the total granted to the Non-executive Directors of the Board in recognition of her role as Deputy Chair and also as a sign-on bonus.</i></p>
Voting exclusion statement	Refer to the Voting Exclusion Statement set out under the relevant Resolution.
Loan scheme	There is no loan scheme in relation to the grant of Restricted Share Rights under the EIOP.
Previous awards under the EIOP	Nil
Additional information	<p>Details of any Restricted Share Rights granted under the EIOP will be published in the Annual Report relating to the period in which they were granted, alongside a statement that approval for the grant was obtained under Listing Rule 10.14.</p> <p>Any additional persons covered by LR 10.14 who become entitled to participate in an issue of securities under the scheme after the resolution is approved and who were not named in the Notice will not participate until approval is obtained under that rule.</p>

The name of the allottee	Mr Ashley Krongold
Director of the Company	Director of the Company
The number and class of securities	35,584 Restricted Share Rights (exercisable for 35,584 Shares, or such other number as otherwise determined in accordance with any adjustment required to be made under the Corporations Act or the Listing Rules).

Material terms of the securities and the scheme	A summary of the material terms of the Restricted Share Rights and the scheme are included above and at Schedule 1 of this Explanatory Memorandum.		
The price for each security	No amount is payable for the grant of Restricted Share Rights, nor in respect of any Shares allocated on exercise of vested Restricted Share Rights.		
Value that the Company attributes to the security that is being issued and its basis	\$99,991.04 (based on the closing price of the Company's Shares of \$2.81 on 27 August 2025).		
Details of the current remuneration package* *Figures represent latest annual remuneration.	<ul style="list-style-type: none"> Base salary and fees: \$130,000 Share-based payments: \$149,956 Total salary and fees: \$279,956 		
Voting exclusion statement	Refer to the Voting Exclusion Statement set out under the relevant Resolution.		
Loan scheme	There is no loan scheme in relation to the grant of Restricted Share Rights under the EIOP.		
Previous awards under the EIOP		Number of securities granted	Average acquisition price (per security)
	FY2024 Performance Rights	90,000	Nil
	FY2023 Performance Rights	60,000	Nil
	FY2022 Options	80,000	\$2.68
	FY2021 Options	100,000	\$0.823
	FY2020 Options	100,000	\$0.74
	FY2018 Performance Rights*	280,000*	Nil
Additional information	<p>Details of any Restricted Share Rights granted under the EIOP will be published in the Annual Report relating to the period in which they were granted, alongside a statement that approval for the grant was obtained under Listing Rule 10.14.</p> <p>Any additional persons covered by LR 10.14 who become entitled to participate in an issue of securities under the scheme after the resolution is approved and who were not named in the Notice will not participate until approval is obtained under that rule.</p>		

* After 25:1 share consolidation (was 7,000,000 for FY2018)

The name of the allottee	Dr Yoav Nissan-Cohen
Category of allottee	Director of the Company
The number and class of securities	35,584 Restricted Share Rights (exercisable for 35,584 Shares, or such other number as otherwise determined in accordance with any adjustment required to be made under the Corporations Act or the Listing Rules).

Material terms of the securities and the scheme	A summary of the material terms of the Restricted Share Rights and the scheme are included above and at Schedule 1 of this Explanatory Memorandum.		
The price for each security	No amount is payable for the grant of Restricted Share Rights, nor in respect of any Shares allocated on exercise of vested Restricted Share Rights.		
Value that the Company attributes to the security that is being issued and its basis	\$99,991.04 (based on the closing price of the Company's Shares of \$2.81 on 27 August 2025).		
Details of the current remuneration package* *Figures represent latest annual remuneration.	<ul style="list-style-type: none"> Base salary and fees: \$80,341 Share-based payments: \$281,942 Total salary and fees: \$362,283 		
Voting exclusion statement	Refer to the Voting Exclusion Statement set out under the Resolution.		
Loan scheme	There is no loan scheme in relation to the grant of Restricted Share Rights under the EIOP.		
Previous awards under the EIOP		Number of securities granted	Average acquisition price (per security)
	FY2024 Performance Rights	150,000	Nil
	FY2024 Options	43,000	\$4.88
	FY2023 Performance Rights	80,000	Nil
	FY2022 Options	120,000	\$2.68
	FY2021 Options	250,000	\$0.823
	FY2020 Options	400,000	\$0.54
	FY2019 Performance Rights *	256,000*	Nil
	FY2019 Options*	160,000*	\$1.565
	FY2019 Options*	160,000*	\$1.445
Additional information	<p>Details of any Restricted Share Rights granted under the EIOP will be published in the Annual Report relating to the period in which they were granted, alongside a statement that approval for the grant was obtained under Listing Rule 10.14.</p> <p>Any additional persons covered by LR 10.14 who become entitled to participate in an issue of securities under the scheme after the resolution is approved and who were not named in the Notice will not participate until approval is obtained under that rule.</p>		

* After 25:1 share consolidation (was 6,400,000 Performance Rights and 8,000,000 options for FY2019)

The name of the allottee	Mr S. Atiq Raza
Category of allottee	Director of the Company
The number and class of securities	35,584 Restricted Share Rights (exercisable for 35,584 Shares, or such other number as otherwise determined in accordance with any

	adjustment required to be made under the Corporations Act or the Listing Rules).		
Material terms of the securities and the scheme	A summary of the material terms of the Restricted Share Rights and the scheme are included above and at Schedule 1 of this Explanatory Memorandum.		
The price for each security	No amount is payable for the grant of Restricted Share Rights, nor in respect of any Shares allocated on exercise of vested Restricted Share Rights.		
Value that the Company attributes to the security that is being issued and its basis	\$99,991.04 (based on the closing price of the Company's Shares of \$2.81 on 27 August 2025)..		
Details of the current remuneration package* <small>*Figures represent latest annual remuneration.</small>	<ul style="list-style-type: none"> • Base salary and fees: \$140,915 • Share-based payments: \$149,956 • Total salary and fees: \$290,871 		
Voting exclusion statement	Refer to the Voting Exclusion Statement set out under the Resolution.		
Loan scheme	There is no loan scheme in relation to the grant of Restricted Share Rights under the EIOP.		
Previous awards under the EIOP		Number of securities granted	Average acquisition price (per security)
	FY2024 Performance Rights	90,000	Nil
	FY2023 Performance Rights	60,000	Nil
	FY2022 Options	80,000	\$2.68
	FY2021 Options	100,000	\$0.823
	FY2020 Options	160,000	\$0.4468
	FY2020 Performance Rights	128,000	Nil
	FY2020 Options	100,000	\$0.74
Additional information	<p>Details of any Restricted Share Rights granted under the EIOP will be published in the Annual Report relating to the period in which they were granted, alongside a statement that approval for the grant was obtained under Listing Rule 10.14.</p> <p>Any additional persons covered by LR 10.14 who become entitled to participate in an issue of securities under the scheme after the resolution is approved and who were not named in the Notice will not participate until approval is obtained under that rule.</p>		

The name of the allottee	Ms Naomi Simson
Category of allottee	Director of the Company
The maximum number of securities	35,584 Restricted Share Rights (exercisable for 35,584 Shares, or such other number as otherwise determined in accordance with any adjustment required to be made under the Corporations Act or the Listing Rules).

Material terms of the securities and the scheme	A summary of the material terms of the Restricted Share Rights and the scheme are included above and at Schedule 1 of this Explanatory Memorandum.		
The price for each security	No amount is payable for the grant of Restricted Share Rights, nor in respect of any Shares allocated on exercise of vested Restricted Share Rights.		
Value that the Company attributes to the security that is being issued and its basis	\$99,991.04 (based on the closing price of the Company's Shares of \$2.81 on 27 August 2025)..		
Details of the current remuneration package <small>*Figures represent latest annual remuneration</small>	<ul style="list-style-type: none"> • Base salary and fees: \$106,666 • Share based payments: \$102,231 • Total salary and fees: \$208,897 		
Voting exclusion statement	Refer to the Voting Exclusion Statement set out under the Resolution.		
Loan scheme	There is no loan scheme in relation to the grant of Restricted Share Rights under the EIOP.		
Previous awards under the EIOP		Number of securities granted	Average acquisition price (per security)
	FY2024 Performance Rights	90,000	Nil
Additional information	<p>Details of any Restricted Share Rights granted under the EIOP will be published in the Annual Report relating to the period in which they were granted, alongside a statement that approval for the grant was obtained under Listing Rule 10.14.</p> <p>Any additional persons covered by LR 10.14 who become entitled to participate in an issue of securities under the scheme after the resolution is approved and who were not named in the Notice will not participate until approval is obtained under that rule.</p>		

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 each Resolution.

Glossary

In this Explanatory Memorandum, and the Notice of Meeting:

\$ means Australian dollars unless otherwise stated.

AEDT means Australian Eastern Daylight Time.

Annual Report means the the Company's annual financial report, including the directors' report and auditor's report for the year ended 30 June 2025.

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.

EIOP means the Company's Equity Incentive Option Plan, the material terms of which are summarised in Schedule 1 of this Notice.

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 ASX Limited.

Meeting means the Annual General Meeting of the Company the subject of this notice of Meeting scheduled to occur on 24 November 2025.

Notice means this Notice of Annual General Meeting.

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 2025.

Resolution means a resolution contained in the Notice.

Restricted Share Right means a right to receive one Share in the future subject to meeting specified vesting conditions.

Shareholder means a holder of a Share.

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

SCHEDULE 1 – SUMMARY OF EIOP

The material terms and conditions of the EIOP 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 EIOP 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

WBT

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

Weebit Nano Ltd Annual General Meeting

The Weebit Nano Ltd Annual General Meeting will be held on Monday, 24 November 2025 at 3:00pm (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 and use the below information:



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 3:00pm (AEDT) Saturday 22 November 2025.



ATTENDING THE MEETING VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit: <https://meetnow.global/M65JHRK>

For instructions refer to the online user guide www.computershare.com.au/virtualmeetingguide



ATTENDING THE MEETING IN PERSON

The meeting will be held at:

Dexus Place, Exhibition Rooms 1 & 2, Level 6, 80 Collins Street, Melbourne VIC 3000

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.



For personal use only

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 5000 (outside Australia)



Online:

www.investorcentre.com/contact

WBT

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YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **3:00pm (AEDT) on Saturday, 22 November 2025.**

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/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at 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: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to 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.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
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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 Ltd 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 Ltd to be held at Dexu Pace, Exhibition Rooms 1 & 2, Level 6, 80 Collins Street, Melbourne VIC 3000 and as a virtual meeting on Monday, 24 November 2025 at 3:00pm (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 Items 1, 5 to 11 (except where I/we have indicated a different voting intention in step 2) even though Items 1, 5 to 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 Items 1, 5 to 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"/>	8	Approval of Issue of Restricted Share Rights to Non-executive Director of the Company, Mr Ashley Krongold	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Election of Ms Anne Templeman-Jones as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9	Approval of Issue of Restricted Share Rights to Non-executive Director of the Company, Dr Yoav Nissan-Cohen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Re-election of Mr David (Dadi) Perlmutter as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10	Approval of Issue of Restricted Share Rights to Non-executive Director of the Company, Mr S. Atiq Raza	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Re-election of Mr Ashley Krongold as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11	Approval of Issue of Restricted Share Rights to Non-executive Director of the Company, Ms Naomi Simson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Issue of Restricted Share Rights to Executive Director and CEO of the Company, Mr Jacob Hanoch	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
6	Approval of Issue of Restricted Share Rights to Non-executive Director of the Company, Mr David (Dadi) Perlmutter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
7	Approval of Issue of Restricted Share Rights to Non-executive Director of the Company, Ms Anne Templeman-Jones	<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

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

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

