WINGARA AG LIMITED
ACN 009 087 469

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of shareholders of Wingara AG Limited (**Company**) will be held at 11.00 a.m. (AEST) on 7 September 2026 at William Buck, Level 20, 181 William Street, Melbourne, Victoria (**Meeting**).

The Explanatory Notes to this Notice provide additional information on the matters to be considered at the Meeting. The Explanatory Notes and the Proxy Form part of this notice.

BUSINESS OF THE MEETING

Ordinary Business

Item 1: Financial Statements and Reports 2025 (advisory only)

To receive and consider the Financial Report, the Directors' Report and Auditor's Report of the Company for the year ended 31 March 2025.

Item 2: Financial Statements and Reports 2026 (advisory only)

To receive and consider the Financial Report, the Directors' Report and Auditor's Report of the Company for the year ended 31 March 2026.

Item 3: Remuneration Report 2025

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

"To adopt the Remuneration Report for the year ended 31 March 2025."

Notes:
- In accordance with section 250R of the Corporations Act, the vote on this resolution will be advisory only and will not bind the Directors or the Company.
- A voting exclusion statement applies to this resolution (see Explanatory Notes for details).

Item 4: Remuneration Report 2026

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

"To adopt the Remuneration Report for the year ended 31 March 2026."

Notes:
- In accordance with section 250R of the Corporations Act, the vote on this resolution will be advisory only and will not bind the Directors or the Company.
- A voting exclusion statement applies to this resolution (see Explanatory Notes for details).

Item 5: Re-election of Director

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

"That Mr Marcello Diamante, being a Director who is retiring in accordance with Clause 10.2 of the Company's Constitution and ASX Listing Rule 14.4, and being eligible, offers himself for re-election, be re-elected as a Director of the Company."

Item 6: Re-election of Director

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

"That Mr Giuseppe Rinarelli, being a Director who is retiring in accordance with Clause 10.2 of the Company's Constitution and ASX Listing Rule 14.4, and being eligible, offers himself for re-election, be elected as a Director of the Company."

Item 7: Re-election of Director

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

"That Mr Eric Jiang, being a Director who is retiring in accordance with Clause 10.2 of the Company's Constitution and ASX Listing Rule 14.4, and being eligible, offers himself for re-election, be elected as a Director of the Company."

Special business

Item 8: Approval of Employee Share Option Plan and Employee Share Scheme

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

"that for the purposes of Listing Rule 7.2, Exception 13b, and for all other purposes, approval is given for the issue of securities under the Company's Employee Share Option Plan (Plan) and Employee Share Scheme (Scheme), on the terms and conditions in the Explanatory Notes.

Note - A voting exclusion statement applies to this resolution (see Explanatory Notes for details).

Item 9: Additional 10% Placement Capacity

To consider and, if thought fit, to pass the following as a special resolution of the Company:

"For the purpose of Listing Rule 7.1A and for all other purposes, to approve the issue of additional 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 Listing Rule 7.1A.2 over a 12- month period and on the terms and conditions set out in the Explanatory Notes."

Item 10: Approval for issue of Convertible Notes

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

"That, for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 250,000 Convertible Notes, and any and all Shares issued on conversion of those Convertible Notes, to the parties and on the terms and conditions set out in the Explanatory Statement."

Note - A voting exclusion statement applies to this resolution (see Explanatory Notes for details).

Item 11: Approval for Loan Funded Share Plan

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

> *"That for the purposes of sections 257B, 259B and 260C of the Corporations Act 2001 (Cth) and for all other purposes, the terms of the Wingara AG Limited Loan Funded Share Plan be approved in each case as described in the Explanatory Statement."*

Note - A voting exclusion statement applies to this resolution (see Explanatory Notes for details).

Item 12: Approval for issue of Loan funded shares to Christopher Hood

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

> *"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 30,953,207 Loan Funded Shares to Christopher Hood (and/or his nominees) on the terms and conditions set out in the Explanatory Statement."*

Note - A voting exclusion statement applies to this resolution (see Explanatory Notes for details).

Item 13: Approval for issue of Remuneration Shares to Christopher Hood

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

> *"That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue by the Company 17,366,242 Remuneration Shares to Christopher Hood (and/or his nominee) on the terms and conditions set out in the Explanatory Statement."*

Note - A voting exclusion statement applies to this resolution (see Explanatory Notes for details).

Item 14: Approval for issue of Incentive Options to Christopher Hood

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

> *"That, for the purposes of Listing Rule 7.1 and for all other purposes, the Directors be and are hereby authorised to issue up to 241,818,100 Options to Christopher Hood (and/or his nominee) on the terms and conditions set out in the Explanatory Statement."*

Note - A voting exclusion statement applies to this resolution (see Explanatory Notes for details).

ENTITLEMENT TO VOTE

The Directors have determined that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company as at 7.00 p.m. (AEST) on 5 September 2026 (**Entitlement Time**), subject to any applicable voting exclusion.

This means that if you are not the registered holder of a Share in the Company at the Entitlement Time, you will not be entitled to vote at the Meeting.

ANNUAL REPORT

Copies of the Company's 2025 Annual Report and 2026 Annual Report may be accessed on the Company's website https://wingaraag.com.au or from the Company.

VOTING OPTIONS AND PROXIES

If you do not plan to attend the Meeting in person, you are encouraged to complete and return the Proxy Form, which accompanies this Notice of Annual General Meeting.

Voting by Proxy

A Shareholder who is entitled to attend and vote at this Meeting is entitled to appoint not more than two proxies to attend and vote in place of the Shareholder.

If the Shareholder appoints two proxies, the Shareholder may specify the proportion or number of votes each proxy is entitled to exercise. If no proportion or number of votes is specified, each proxy may exercise half of the Shareholder's votes. If the specified proportion or number of votes exceeds that which the Shareholder is entitled to, each proxy may exercise half of the Shareholder's votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

A proxy need not be a Shareholder of the Company. A body corporate appointed as a Shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Meeting. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

Subject to the specific proxy provisions applying to Item 2 (see the Explanatory Notes below):

- If a Shareholder has not directed their proxy how to vote, the proxy may vote (or abstain from voting) as the proxy determines, and
- If a Shareholder appoints the Chairman of the Meeting as proxy and does not direct the Chairman how to vote on an item of business, the Chairman will vote in accordance with his voting intention as stated in this Notice of Meeting, namely in favour of each of the proposed resolutions set out in the Notice of Meeting.

Proxy Voting by the Chairman

For Items 3, 4, 8, 11, 12, 13, 14, where the Chairman is appointed as a Shareholder's proxy and that Shareholder has not specified the way in which the Chairman is to vote on Items 3, 4, 8, 11, 12, 13, 14, the Shareholder is directing the Chairman to vote in accordance with the Chairman's voting intentions for this item of business, even though Items 3, 4, 8, 11, 12, 13, 14 are connected directly or indirectly with the remuneration of Key Management Personnel.

The Chairman intends to vote all undirected proxies in favour of the resolutions in the Notice of Meeting including Items 3, 4, 8, 11, 12, 13.

Proxy Forms

To be effective, the Proxy Form must be completed, signed and lodged (together with the relevant original power of attorney or a certified copy if the proxy is signed by an attorney) with the Company's Share Registry, as an original or by facsimile, **no later than** 11.00 a.m. (AEST) on 5 September 2026 (**Proxy Deadline**).

Proxy forms may be submitted in one of the following ways:

(i) By mail to Computershare Investor Services Pty Limited using the reply-paid envelope or GPO Box 242, Melbourne VIC 3001. Please allow sufficient time so that it reaches Computershare Investor Services Pty Ltd by the Proxy Deadline;

(ii) By fax to Computershare Investor Services Pty Limited on +1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia);

(iii) Online via the Company's Share Registry website at www.investorvote.com.au, (or for Intermediary Online subscribers only (custodians) – www.intermediaryonline.com.au). Please refer to the Proxy Form for more information; or

(iv) By hand delivery to Computershare Investor Services Pty Limited at 452 Johnston St, Abbotsford VIC 3067.

Proxy Forms and Powers of Attorney must be received by the Proxy Deadline.

CORPORATE REPRESENTATIVES

Where a shareholding is registered in the name of a corporation, the corporate Shareholder may appoint a person to act as its representative to attend the Meeting by providing that person with:

(i) a letter or certificate authorising him or her as the corporation's representative, executed in accordance with the corporation's constitution; or

(ii) a copy of the resolution appointing the representative, certified by a secretary or director of the corporation.

BY ORDER OF THE BOARD

Marcello Diamante

Chairman

5 August 2026

Explanatory Notes

ITEM 1 – Financial Statements and Reports 2025

As required by section 317 of the Corporations Act 2001 (*Cth.*) (**Act**), the Financial Report, Directors' Report and Auditor's Report of the Company for the most recent financial year will be presented at the Meeting. The Financial Report comprises the consolidated financial report of the Company and its controlled entities.

There is no requirement for a formal resolution on this Item.

The Chairman of the Meeting will allow a reasonable opportunity at the Meeting for Shareholders to ask questions about or make comments on the management of the Company. Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor, William Buck Audit (Vic) Pty Ltd (**WBA**), questions about the Auditor's Report, the conduct of its audit of the Company's Financial Report for the year ended 31 March 2025, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of WBA in relation to the conduct of the audit.

Shareholders may submit written questions to the Company in relation to the above matters. Written questions must be sent to jrinarelli@wingaraag.com.au and received no later than 5.00 p.m. (AEST) on 17 August 2026.

ITEM 2 – Financial Statements and Reports 2026

As required by section 317 of the Corporations Act 2001 (*Cth.*) (**Act**), the Financial Report, Directors' Report and Auditor's Report of the Company for the most recent financial year will be presented at the Meeting. The Financial Report comprises the consolidated financial report of the Company and its controlled entities.

There is no requirement for a formal resolution on this Item.

The Chairman of the Meeting will allow a reasonable opportunity at the Meeting for Shareholders to ask questions about or make comments on the management of the Company. Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor, William Buck Audit (Vic) Pty Ltd (**WBA**), questions about the Auditor's Report, the conduct of its audit of the Company's Financial Report for the year ended 31 March 2026, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of WBA in relation to the conduct of the audit.

Shareholders may submit written questions to the Company in relation to the above matters. Written questions must be sent to jrinarelli@wingaraag.com.au and received no later than 5.00 p.m. (AEST) on 17 August 2026.

ITEM 3 – Adoption of Remuneration Report 2025

Reasons for Resolution

In accordance with section 300A of the Act, the Company has proposed a Remuneration Report for the consideration of Shareholders.

As provided by section 250R(3) of the Act, the resolution on this item of business is advisory only and does not bind the Board or the Company. The objective of the Company's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered.

Directors' Recommendation

Noting that each Director of the Company has a personal interest in their own remuneration the subject of this resolution, the Board does not consider it appropriate to make a recommendation to Shareholders in relation to voting on this resolution.

Voting Exclusion Statement

As required by the Act, the Company will disregard any votes cast on Item 3 by any member of the Company's Key Management Personnel (**KMP**) or a Closely Related Party of any such member unless the person:

(i) votes as a proxy appointed by writing that specifies how the person is to vote on the resolution; or
(ii) is the Chairman of the Meeting and votes as a proxy appointed by writing that authorises the Chairman to vote on the resolution even though that resolution is connected with the remuneration of a member of the Company's KMP.

ITEM 4 – Adoption of Remuneration Report 2026

Reasons for Resolution

In accordance with section 300A of the Act, the Company has proposed a Remuneration Report for the consideration of Shareholders.

As provided by section 250R(3) of the Act, the resolution on this item of business is advisory only and does not bind the Board or the Company. The objective of the Company's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered.

Directors' Recommendation

Noting that each Director of the Company has a personal interest in their own remuneration the subject of this resolution, the Board does not consider it appropriate to make a recommendation to Shareholders in relation to voting on this resolution.

Voting Exclusion Statement

As required by the Act, the Company will disregard any votes cast on Item 4 by any member of the Company's Key Management Personnel (**KMP**) or a Closely Related Party of any such member unless the person:

(i) votes as a proxy appointed by writing that specifies how the person is to vote on the resolution; or
(ii) is the Chairman of the Meeting and votes as a proxy appointed by writing that authorises the Chairman to vote on the resolution even though that resolution is connected with the remuneration of a member of the Company's KMP.

ITEM 5 – Re-election of Director

In accordance with the Company's Constitution and ASX Listing Rule 14.5 an election of Directors must be held at each annual general meeting.

Mr Marcello Diamante was last elected by Shareholders on 31 August 2022 and pursuant to Clause 10.2 of the Constitution and ASX Listing Rule 14.4, retires by rotation. Being eligible, Mr Diamante makes himself available for re-election at this Meeting. Details regarding Mr Diamante are set out below.

Mr Diamante was appointed as a director of the Company on 1 April 2022 and joined the Wingara Board as an Independent Director, however transitioned to an Executive Director on 3 April 2023.

Mr Diamante brings over 25 years' experience in Finance, Mergers & Acquisitions, Project Development & Digital Transformation. Over the years, Mr Diamante has successfully consulted and built a range of businesses, with a particular focus on growth and expansion including greenfield and brownfield developments in Energy and Agriculture. He was Chief Financial Officer of Wingara from its listing in February 2016 to November 2018, led the construction of Wingara's Raywood processing facility and has a strong understanding of operations and the opportunities for the Company. Mr Diamante holds of Bachelor Degree in Economics and Finance from RMIT and is a Chartered Financial Analyst with the CFA Institute.

Having had regard to the ASX Principles, the Company's Board regards Mr Diamante as an executive director.

Directors' Recommendation

The Directors (with Mr Diamante abstaining) unanimously support the re-election of Mr Diamante and recommend that Shareholders vote in favour of this resolution.

ITEM 6 – Re-election of Director

Clause 10.2 of the Constitution states that any director appointed to fill a casual vacancy holds office only until the next annual general meeting and is then eligible for election. Mr Giuseppe Rinarelli was elected by directors on 11 June 2025 to fill a casual vacancy and pursuant to Clause 10.2 of the Constitution and ASX Listing Rule 14.4, retires. Being eligible, Mr Rinarelli makes himself available for re-election at this Meeting. Details regarding Mr Rinarelli are set out below.

Mr Rinarelli joined the Wingara Board as an Executive Director.

Mr Rinarelli brings significant ASX-listed experience in financial and risk management and governance. He is the Chief Financial Officer and Company Secretary and accordingly is responsible for the finance function of Wingara.

Mr Rinarelli previously gained Big 4 accounting experience at KPMG

Having had regard to the ASX Principles, the Company's Board regards Mr Rinarelli as an executive director.

Directors' Recommendation

The Directors (with Mr Rinarelli abstaining) unanimously support the re-election of Mr Rinarelli and recommend that Shareholders vote in favour of this resolution.

ITEM 7 – Re-election of Director

Clause 10.2 of the Constitution states that any director appointed to fill a casual vacancy holds office only until the next annual general meeting and is then eligible for election. Mr Eric Jiang was elected by directors on 20 June 2025 to fill a casual vacancy and pursuant to Clause 10.2 of the Constitution and ASX Listing Rule 14.4, retires. Being eligible, Mr Jiang makes himself available for re-election at this Meeting. Details regarding Mr Jiang are set out below.

Mr Jiang joined the Wingara Board as an Independent Non-Executive Director.

Mr Jiang brings significant ASX-listed experience in financial and risk management, governance, human resources, investor relations and governance.

Mr Jiang is also an Executive Director of Wellnex Life Ltd (ASX:WNX).

Having had regard to the ASX Principles, the Company's Board regards Mr Jiang as an independent non-executive director.

Directors' Recommendation

The Directors (with Mr Jiang abstaining) unanimously support the re-election of Mr Jiang and recommend that Shareholders vote in favour of this resolution.

ITEM 8 – Approval of Employee Share Option Plan and Employee Share Scheme

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 Share Option Plan (Plan) and Employee Share Scheme (Scheme).

If this Resolution is passed, the Company will have the ability to issue Equity Securities to eligible participants under the Plan and Scheme 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 Equity Securities under the Plan and/or Scheme (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 Plan and Scheme are designed as a standard component of KMP and employee remuneration and are intended to comprise the long-term incentive component of remuneration for senior executives, including executive directors.

Other than the Plan and Scheme, the Company has no other employee or executive share-based plans. Grants made under the Scheme are subject to a performance period and performance rights will only vest if the relevant performance conditions are satisfied at the end of the relevant assessment period. Grants made under the Plan are subject to an exercise price and vesting date. The Plan and Scheme have generally been designed to link rewards to eligible employees with improvements in Company performance and the delivery of returns to Shareholders, and to reward performance.

The Plan and Scheme were last approved by Shareholders at the Company's Annual General Meeting on 31 August 2022 (the **2022 AGM**), and the Company seeks further approval of the Plan and Scheme to allow for the issue of Equity Securities under the Plan and Scheme.

Since the Plan was last approved, the Company has as at the date of this notice issued nil Options to employees of the Company.

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

The maximum number of securities proposed to be issued under the Plan following approval will be 9,479,295 from time to time.

Since the Scheme was last approved, the Company has as at the date of this notice issued 6,684,000 Performance Rights to employees of the Company of which:

a) nil have vested;

b) 6,684,000 have lapsed due to vesting conditions not being met; and

c) nil currently on issue.

A summary of the key terms of the Scheme is attached as Annexure "A".

The maximum number of securities proposed to be issued under the Scheme following approval will be 9,479,295 from time to time.

Item 8 seeks Shareholder approval to adopt the Plan and Scheme to enable the Company to issue equity securities to eligible employees.

Voting Exclusion Statement

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

- any member of the Company's Key Management Personnel (KMP) or a Closely Related Party of any such member;
- any person who is eligible to participate in the employee share option plan and the employee share scheme; or
- any associates of those persons.

However, the Company need not disregard a vote if it is cast by:

- 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
- 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
- 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.

Directors' Recommendation

The directors unanimously recommend that Shareholders vote in favour of this resolution.

ITEM 9 – Additional 10% Placement Capacity

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.

Item 8 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 Item 8 for it to be passed.

If Item 8 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 Shareholders do not approve Item 4, the Company will be unable to issue Equity Securities under the 10% Placement Capacity and will therefore require separate shareholder approval or be limited to the 15% placement capacity under Listing Rule 7.1.

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 $1.327 million (based on the number of Shares on issue which excludes restricted securities and the closing price of Shares on ASX on 30 July 2026).

Any equity securities issued must be in the same class as an existing class of quoted equity securities. The Company currently has two classes of securities, being quoted fully paid ordinary shares and unquoted options (ASX Code: WNR).

The number of equity securities that the Company may issue under the approval sought by Item 9 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 ordinary securities on issue at the commencement of the relevant period (the relevant period):*

(i) plus, the number of fully paid ordinary securities issued in the relevant period under an exception in Listing Rule 7.2 other than exception 9,16 or 17;

(ii) plus, the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities under rule 7.2 exception 9 where:

a. the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or

b. 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;

(iii) plus, the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where:

a. The agreement was entered into before the commencement of the relevant period; or

b. the agreement or issue was approved, or taken under these rules to have been approved, under rule 7.1 or 7.4;

(iv) plus, the number of fully paid ordinary securities issued in the relevant period with approval under Listing Rules 7.1 and 7.4;

(v) Plus, the number of partly paid ordinary securities that became fully paid in the relevant period;

(vi) less the number of fully paid ordinary securities 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 date of issue or agreement has not been subsequently approved by the holders of its ordinary securities under rule 7.4.*

Specific information required by Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to Item 8:

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 ASX 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 ASX trading days of the date in paragraph (i) 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 Item 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. [1]

Variable "A" in Listing Rule 7.1A.2		**Dilution**		
		$0.0035 50% decrease in Issue Price	**$0.007 Issue Price**	**$0.014 100% increase in Issue Price**
Current Variable A 189,585,905	**10% Voting dilution**	18,958,591	18,958,591	18,958,591
	Funds Raised	$66,355.07	$132,710.13	$265,420.27
50% increase in current Variable A 284,378,857	**10% Voting dilution**	28,437,886	28,437,886	28,437,886
	Funds Raised	$99,532.60	$199,065.20	$398,130.40
100% increase in current Variable A 379,171,810	**10% Voting dilution**	37,917,181	37,917,181	37,917,181
	Funds Raised	$132,710.13	$265,420.27	$530,840.53

Notes:

[1] *The table has been prepared on the following assumptions:*

(a) The Company issues the maximum number of shares available under ASX Listing Rule 7.1A;

(b) The table shows only the effect of shares issued under ASX Listing Rule 7.1A and does not factor in the Company's ability to issue up to 15% of its issued capital under ASX Listing Rule 7.1;

(c) The current issue price is $0.007, being the closing price of the Shares on ASX on 28 April 2025.

(d) The current number of securities on issue is the Shares on issue as at 30 July 2026, being 189,585,905.

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 Item 9, then that approval will expire on the earlier of:

(a) the date which is 12 months after the date of the Annual General Meeting at which approval is obtained;
(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 and 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 and to raise funds to further develop the Company's product offering.

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 policy for issues under Listing Rule 7.1A

The Company's allocation policy and the identity of the allottees of the equity securities under 7.1A will depend on a number of factors, including:

(a) the Company's intention in relation to the possible issue of equity securities (for cash consideration) during the Listing Rule 7.1A mandate period;
(b) the structure and timeframe of the capital raising opportunities available to the Company and any alternative methods for raising funds that are available to the Company (such as a pro rata offer or an offer under a share purchase plan);
(c) the potential effect on the control of the Company;
(d) the Company's financial position and the likely future capital requirements; and
(e) advice from corporate, financial and broking advisers.

Based on the Company's historical cashflow reports and capital raising activities in the past 12 months, the Company considers that it may raise funds during the Listing Rule 7.1A mandate period, although this cannot be guaranteed. As of the date of this Notice, no specific intention to issue equity securities in relation to any parties, investors or existing Shareholders have been formed. In addition, no intentions have been formed in relation to the possible number of issues, or the time frame in which the issues could be made. Subject to the requirements of the Listing Rules and the Corporations Act, the Board of Directors reserve the right to determine at the time of any issue of equity securities under Listing Rule 7.1A, the allocation policy that the Company will adopt for that issue.

If and when the determination is made to proceed with an issue of equity securities during the Listing Rule 7.1A mandate period, details regarding the allottees and the purpose of issue will be disclosed pursuant to the Company's obligations under Listing Rules 3.10.3 and 7.1A.4.

Offers made under Listing Rule 7.1A may be made to parties (excluding any related parties) including professional and sophisticated investors, existing Shareholders of the Company, clients of Australian Financial Service Licence holders and/or their nominees, or any other person to whom the Company is able to make an offer of equity securities.

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

The Company issued nil Shares under ASX Listing Rule 7.1A.2 over the 12 months preceding the date of the Meeting (representing 0% of the total number of equity securities on issue at the commencement of the 12-month period).

Voting exclusion statement

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

- 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
- an associate of that person or those persons.

However, the Company need not disregard a vote if it is cast by:

- a person as a 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
- 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
- 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 the resolution; and

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

Note: In accordance with ASX Listing Rule 14.11.1, as at the date of this Notice of Meeting it is not known who may participate in any placement utilising the 10% Placement Capacity (if any). On that basis, no Shareholders are currently excluded from voting on this Resolution.

Director's Recommendation

The directors unanimously recommend that Shareholders vote in favour of this resolution.

Item 10 – Approval for issue of Convertible Notes

Background

On 23 December 2025 the Company announced to ASX that it has received $250,000 Loan Facility from NAOS Asset Management Ltd (**NAOS**).

The loan facility included a conversion feature, subject to shareholder approval, that allowed the lender to convert the money owing into Convertible notes (**Notes**).

The Notes have a $1 face value, a coupon of 12% per annum and a maturity date of 31 December 2026.

Interest accrues daily and is capitalised, in lieu of payment in cash.

The Notes are convertible into Shares at the higher of

(i) The VWAP of the Ordinary Shares of the Company as traded on the Australian Stock Exchange in the twenty (20) Business Days immediately preceding the valuation date, or, if not traded in the preceding period, then the last traded price of such shares on the Australian Stock Exchange; and
(ii) If the Company has released a prospectus to the public with an offer which is then open for acceptance by the recipients of that offer, then the offer price as set-out in that prospectus,

less a discount of 25%.

The facility is unsecured.

A summary of the terms and conditions of the Notes are set out in Annexure "B".

The Company is seeking Shareholder approval (pursuant to Listing Rule 7.1).

Listing Rule 7.1

Listing Rule 7.1 provides that a company must not, subject to certain exceptions, issue or agree to issue more equity securities in any 12 month period other than the amount which is equal to 15% of its fully paid ordinary securities on issue at the start of that 12 month period (15% share issue capacity).

The Company has insufficient capacity to issue the Notes under its 15% share issue capacity.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1.

Item 10 seeks Shareholder approval under and for the purposes of Listing Rule 7.1 to allow the Company to issue the Notes without utilising its 15% share issue capacity, which as at the date of this Notice would be insufficient.

If Item 10 is passed, the Company will be able to proceed with the issue of the Notes.

If Item 10 is not passed, as the issue was conditional on Shareholder approval under listing rule 7.2, exception 17, the Company will not able to issue the Notes and the Company will not proceed with the issue.

Item 10 is an ordinary resolution.

Specific information required by Listing Rule 7.3

In accordance with Listing Rule 7.3, the following information is provided for Shareholders:

1) the Notes will be issued to NAOS Asset Management Ltd, or its nominee, a related party to the Company.
2) 250,000 Convertible notes will be issued. Up to 51,316,956 Shares may be issued on conversion of those Notes (including any capitalised and accrued interest and fees), based on a conversion price of $0.00525 each (25% discount on the last traded share price of $0.007).
3) A summary of the terms and conditions of issue of the Notes is set out in Annexure "B".
4) The Notes will be issued as soon as reasonably practicable and, in any event, within 3 months of the date of the Meeting.
5) The Notes will be issued at an issue price and face value of $1.00 each. An aggregate of $250,000 will be raised from the issue of the Notes, with the Company having received $250,000 in December 2025.
6) The purpose of the issue is to fund the Company's general working capital requirements.
7) A summary of the terms and conditions of the agreement for the issue of the notes is set out in Annexure "B".

Voting Exclusion Statement

As required by the Act, the Company will disregard any votes cast on Item 10 by any member 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 entity) or an associate of that person. However, this does not apply to a vote cast in favour of the resolution 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 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:
    a. 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
    b. the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Directors' Recommendation

The directors unanimously recommend that Shareholders vote in favour of this resolution.

Item 11 - Approval of Loan Funded Share Plan

Background

Subject to the approval of Shareholders, the Company will adopt an employee incentive scheme known as the Wingara AG Limited Loan Funded Share Plan, pursuant to which fully paid ordinary shares in the Company may be acquired by certain key personnel and Directors using financial assistance given by the Company.

The Plan constitutes an 'employee share scheme' for the purposes of the Corporations Act as it provides for the acquisition (subject to vesting conditions) of shares in the Company. If an employee share scheme has been approved by Shareholders then any financial assistance that the Company might give to acquire its own shares (e.g. providing an interest-free loan) is exempted from the prohibition in section 260A of the Corporations Act. Section 260A requires financial assistance that might be considered to materially prejudice the interests of the Company or its Shareholders or the Company's ability to pay its creditors to be approved by Shareholders under section 260B and advance notice to be provided to ASIC. The provision of an interest-free loan to Participants may be considered financial assistance for the purposes of the Corporations Act.

Accordingly, the Board considers it desirable and appropriate to seek Shareholder approval for the Plan for the purposes of section 260C(4).

Section 257B(1) of the Corporations Act sets out the procedure for various forms of share buy-back, including an "employee share scheme buy-back". In order for the Company to undertake a buy-back of Shares under the Plan (in circumstances where Shares are forfeited by Participants in accordance with their terms of issue) using the employee share scheme buy-back procedure under the Corporations Act, the Plan must be approved by shareholders. Accordingly, shareholders are asked to approve the Plan in order for the Company to undertake a buy-back of Shares under the Plan using the employee share scheme buy-back procedure.

Approval of the Plan for the purposes of section 259B(2) of the Corporations Act will allow the Company to take security over its own shares under the Plan. The rules of the Plan provide the option for the Company to obtain security over its own shares and it is envisaged that vested Plan shares may be subject to restrictions on disposal. Approval of the Plan for the purposes of s259B(2) of the Corporations Act removes any doubt about the efficacy of such restrictions on the basis they may constitute a 'security' over the shares.

Under Listing Rule 7.1, a listed company must not issue or agree to issue equity securities exceeding 15% of its ordinary securities on issue in the previous 12 months unless it obtains the approval of its shareholders. An exception to Listing Rule 7.1 is that any issue under an employee incentive scheme within three years of the scheme being approved by members will not be counted when determining whether the 15% limit has been exceeded (Exception 9 in Listing Rule 7.2). In addition, to the extent that shares are issued under the Plan as an approved employee incentive scheme, those shares are added to the denominator on which the 15% placement limit prescribed by Listing Rule 7.1 is calculated. No shares have yet been issued under the Plan.

Accordingly, Item 11 seeks the approval of Shareholders for the establishment of the Plan for the purposes of sections 257B, 259B(2) and 260C(4) of the Corporations Act and for all other purposes.

Shareholders should note that any proposal to issue shares under this Plan to Directors or other related parties will be conditional upon the approval of Shareholders in general meeting.

The Plan is designed to support the achievement of the Company's business strategy by linking key personnel rewards to improvements in the financial performance of the Company and aligning the interests of those individuals with those of Shareholders. Participants benefit only to the extent that the share price of the Company (plus any dividends which may be paid to Shareholders) exceeds the market value at which the Loan Funded Shares were acquired.

A summary of the Plan is set out below.

Summary of Plan Terms and Conditions

Key personnel and Directors selected by the Board at its discretion will be offered the opportunity to participate in the Plan. Loan Funded Shares offered under the Plan may be issued to the Participant or purchased on-market, at the discretion of the Board. It is the Board's present intention that Loan Funded Shares will be issued to Participants.

A summary of the Plan is set out in Annexure "C".

Voting Exclusion Statement

In accordance with the Listing Rules, the Company will disregard any votes cast on the Item 11 by a director of the Company (and any associates of such a person).

However, under the Listing Rules, the Company need not disregard a vote on Item 11 if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Voting Prohibition:

A vote on this resolution must not be cast by or on behalf of a member of the key management personnel (KMP), details of whose remuneration are included in the Remuneration Report, or by any of their closely related parties.

However, this does not prevent those KMP or any of their closely related parties from voting as a proxy for a person who is not a member of the KMP or a closely related party if:

- the person specifies the way the proxy is to vote on this resolution in the proxy form; or
- the person voting as a proxy is the Chairman and the proxy form expressly authorises the Chairman to exercise the proxy even if the resolution is directly or indirectly connected with the remuneration of a member of the KMP.

Directors' Recommendation

The directors unanimously recommend that Shareholders vote in favour of this resolution.

Item 12 - Approval for issue of Loan funded shares to Christopher Hood

Background

Subject to approval being ascertained for Item 11 Approval of the Loan Funded Share Plan, the Company is proposing to issue Shares to Mr Christopher Hood in accordance with the Loan Funded Share Plan.

Mr Hood was appointed as CEO of Wingara AG on 17 July 2026.

The Company has agreed a remuneration package for Mr Hood that entirely comprises of equity, subject to Shareholder approval, of:

- 30,953,207 Shares in the form of Loan Funded Shares on the same terms and conditions applying to Loan Funded Shares issued under the proposed Plan in Item 11;
- 17,366,242 Remuneration shares; and
- 241,818,100 Options

The Options have an exercise price of $0.001429 and expire on 17 July 2030.

Full terms and conditions of the Options are set out in Annexure "D". Vesting conditions apply as follows:

Vesting Condition	No. Options
Revenue[1]reaches $500,000, subject to audited accounts, Board ratification and continued employment.	60,454,525
Revenue reaches $1,080,000, subject to audited accounts, Board ratification and continued employment.	60,454,525
Revenue reaches $1,740,000, subject to audited accounts, Board ratification and continued employment.	60,454,525
Revenue reaches $2,500,000, subject to audited accounts, Board ratification and continued employment.	60,454,525
	241,818,100

[1] Revenue" means organically generated revenue. It excludes revenue from a merger or acquisition where the transaction is with a related party or the acquisition is funded by Wingara equity or equivalent external equity funding. Revenue may include revenue from acquisitions funded by internally generated cash flow or proceeds from exercised options.

The value attributed to each of the Options is $0.00 using the Net Asset Value of the Company as at 31 March 2026. The value is based on a deemed grant date of 17 July 2026.

The Board considers that the most appropriate means of achieving this is to provide Mr Hood with an opportunity to participate in the Company's future growth and give him an incentive to contribute to that growth.

The Company has considered the guidelines in the ASX Corporate Governance Principles and Recommendations for senior executive remuneration which notes that whilst it is generally acceptable for executives to receive securities as part of their remuneration to align their interests with the interests of other shareholders, the Company believes the proposed remuneration package to Mr Hood will best align his interests with that of other Shareholders in creating Shareholder value.

In determining the type and number of securities proposed to be issued and their terms of issue, consideration was given to the relevant experience and role of Mr Hood, his respective overall remuneration terms and the current net asset value of the Company, including the fact that they haven't traded on the ASX for a period in excess of one year.

It is intended that the Shares for Mr Hood will vest being upon Shareholder approval being obtained. The Shares will be subject to forfeiture on the same terms as set out in the Plan, and summarised in Item 11.

The proposed Share issue to Mr Hood is to occur outside of the Plan in order to maintain the Company's capacity to issue securities within the 5% limit across its existing and proposed employee incentive schemes.

Listing Rule 7.1

Refer to Item 10 for information on Listing Rule 7.1.

The Company has insufficient capacity under 7.1 to issue the Loan Funded Shares, accordingly shareholder approval under and for the purposes of Listing Rule 7.1 is sought to allow the Company to issue the Loan Funded Shares.

If Item 12 is passed, the Company will be able to proceed with the issue of the Loan Funded Shares.

If Item 12 is not passed, as the issue was conditional on Shareholder approval the Company will not able to issue the Loan Funded Shares and the Company will need to renegotiate an updated salary package reflective of Mr Hoods skills and capability.

Item 12 is an ordinary resolution.

Specific information required by Listing Rule 7.3

In accordance Listing Rule 7.3, the following information is provided in relation to Item 12:

1) The Shares will be issued to Christopher Hood (and/or his nominee). Christopher Hood is the Chief Executive Officer of the Company.
2) The maximum number of Shares to be issued is 30,953,207.
3) The Shares will be issued under the Company's proposed Loan Funded Share Plan described above.
4) The issue of the Shares will occur no later than 3 month after the date of the Meeting.
5) $30,953.21, being $0.001 per share, will be raised from the issue of the Shares with a corresponding loan being provided to Mr Hood for their acquisition. The terms of the loan granted to Mr Hood will be subject to the same terms and conditions as those that apply to eligible persons under the Plan, as outlined in Item 11.
6) The purpose of the issue will be as part of Mr Hood's remuneration any funds received in respect of the shares will be applied to the working capital requirements of the Company.
7) The shares are being issued under Mr Hood's standard executive services agreement. The agreement otherwise contained provisions customary for an engagement of this nature, including but not limited to provisions with respect to protection of intellectual property, confidentiality and governing law.

The securities that are proposed to be issued have been separately agreed by the parties as reasonable remuneration for the services provided by Mr Hood performed in lieu of cash.

Voting Exclusion Statement

The Company will disregard any votes cast on Item 12 by or on behalf of:

- Christopher Hood; or
- An associate of Christopher Hood.

However, this does not apply to a vote cast in favour of the resolution by:

- 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
- the chair 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
- 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:

A vote on this resolution must not be cast by or on behalf of a member of the key management personnel (KMP), details of whose remuneration are included in the Remuneration Report, or by any of their closely related parties.

However, this does not prevent those KMP or any of their closely related parties from voting as a proxy for a person who is not a member of the KMP or a closely related party if:

- the person specifies the way the proxy is to vote on this resolution in the proxy form; or
- the person voting as a proxy is the Chairman and the proxy form expressly authorises the Chairman to exercise the proxy even if the resolution is directly or indirectly connected with the remuneration of a member of the KMP.

Directors' Recommendation

The directors unanimously recommend that Shareholders vote in favour of this resolution.

Item 13 - Approval for issue of Remuneration Shares to Christopher Hood

Background

Refer to Item 12 for background information regarding Christopher Hood's remuneration and Item 10 for information on Listing Rule 7.1.

The Company has insufficient capacity under 7.1 to issue the Remuneration Shares, accordingly shareholder approval under and for the purposes of Listing Rule 7.1 is sought to allow the Company to issue the Remuneration Shares.

If Item 13 is passed, the Company will be able to proceed with the issue of the Remuneration Shares.

If Item 13 is not passed, as the issue was conditional on Shareholder approval the Company will not able to issue the Remuneration Shares and the Company will need to renegotiate an updated salary package reflective of Mr Hoods skills and capability.

Item 13 is an ordinary resolution.

Specific information required by Listing Rule 7.3

In accordance with Listing Rule 7.3, the following information is provided for Shareholders:

1) The Shares will be issued to Christopher Hood (and/or his nominee). Christopher Hood is the Chief Executive Officer of the Company.
2) The maximum number of Shares to be issued is 17,366,242.
3) The Shares will comprise fully paid ordinary shares of the Company ranking equally with all other fully paid ordinary shares of the Company
4) The issue of the Shares will occur no later than 3 month after the date of the Meeting.
5) The Shares will be issued as payment for Mr Hood's service and for nil cash consideration.
6) The purpose of the issues is to satisfy payment for Mr Hood's service. No funds will be raised from their issue.
7) The shares are being issued under Mr Hood's standard executive services agreement. The agreement otherwise contained provisions customary for an engagement of this nature, including but not limited to provisions with respect to protection of intellectual property, confidentiality and governing law. The securities that are proposed to be issued have been separately agreed by the parties as reasonable remuneration for the services provided by Mr Hood performed in lieu of cash.

Voting Exclusion Statement

The Company will disregard any votes cast on Item 13 by or on behalf of:

- Christopher Hood; or
- An associate of Christopher Hood.

However, this does not apply to a vote cast in favour of the resolution by:

- 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
- the chair 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
- 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:

A vote on this resolution must not be cast by or on behalf of a member of the key management personnel (KMP), details of whose remuneration are included in the Remuneration Report, or by any of their closely related parties.

However, this does not prevent those KMP or any of their closely related parties from voting as a proxy for a person who is not a member of the KMP or a closely related party if:

- the person specifies the way the proxy is to vote on this resolution in the proxy form; or

- the person voting as a proxy is the Chairman and the proxy form expressly authorises the Chairman to exercise the proxy even if the resolution is directly or indirectly connected with the remuneration of a member of the KMP.

Item 14 - Approval for issue of Incentive Options to Christopher Hood

Background

Refer to Item 12 for background information regarding Christopher Hood's remuneration and Item 10 for information on Listing Rule 7.1.

The Company has insufficient capacity under 7.1 to issue the Incentive Options, accordingly shareholder approval under and for the purposes of Listing Rule 7.1 is sought to allow the Company to issue the Incentive Options.

If Item 14 is passed, the Company will be able to proceed with the issue of the Incentive Options.

If Item 14 is not passed, as the issue was conditional on Shareholder approval the Company will not able to issue the Incentive Options and the Company will need to renegotiate an updated salary package reflective of Mr Hoods skills and capability.

Item 14 is an ordinary resolution.

Specific information required by Listing Rule 7.3

In accordance with Listing Rule 7.3, the following information is provided for Shareholders:

1) The Options will be issued to Christopher Hood (and/or his nominee). Christopher Hood is the Chief Executive Officer of the Company.
2) The maximum number of Options to be issued is 241,818,100.
3) The Options will be issued on the terms and conditions set out in Annexure "D".
4) The issue of the Options will occur no later than 3 month after the date of the Meeting.
5) The Options will be issued as payment for Mr Hood's service and for nil cash consideration.
6) The purpose of the issues is to satisfy payment for Mr Hood's service. Funds raised if the Options are exercised will be used for working capital purposes
7) The incentive options are being issued under Mr Hood's standard executive services agreement. The agreement otherwise contained provisions customary for an engagement of this nature, including but not limited to provisions with respect to protection of intellectual property, confidentiality and governing law. The securities that are proposed to be issued have been separately agreed by the parties as reasonable remuneration for the services provided by Mr Hood performed in lieu of cash.

Voting Exclusion Statement

The Company will disregard any votes cast on Item 14 by or on behalf of:

- Christopher Hood; or
- An associate of Christopher Hood.

However, this does not apply to a vote cast in favour of the resolution by:

- 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
- the chair 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
- 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:

A vote on this resolution must not be cast by or on behalf of a member of the key management personnel (KMP), details of whose remuneration are included in the Remuneration Report, or by any of their closely related parties.

However, this does not prevent those KMP or any of their closely related parties from voting as a proxy for a person who is not a member of the KMP or a closely related party if:

- the person specifies the way the proxy is to vote on this resolution in the proxy form; or
- the person voting as a proxy is the Chairman and the proxy form expressly authorises the Chairman to exercise the proxy even if the resolution is directly or indirectly connected with the remuneration of a member of the KMP.

Chairman's Voting Intention

The Chairman of the Meeting intends to vote all available undirected proxies in favour of all Resolutions.

Annexure "A".

SUMMARY OF EMPLOYEE SHARE OPTION PLAN

Set out below is a summary of the key terms of the Employee Share Option Plan (Plan), for which Shareholder approval is sought under Resolution 6.

Terms not defined in the Notice have the meaning given in the Plan.

3 Principal conditions

3.1 Options awarded only to Managers

No Options may be issued, granted or awarded to a person under the Plan unless the person remains a Manager as at the Award Date, or the Plan Committee determines otherwise.

3.2 Compliance with laws

No Option may be offered, issued, granted or awarded to, or exercised by, an Eligible Senior Manager or Participant if to do so would contravene an Applicable Law.

3.3 Shares

Subject to compliance with all Applicable Laws, Shares to be received by an Eligible Senior Manager or Participant may be issued by the Company at the applicable time, or at the discretion of the Plan Committee may be existing Shares acquired on market and transferred to the Eligible Senior Manager or Participant.

3.4 Partial Exercise

A tranche of Options (being Options with the same vesting date, Exercise Price and Expiry Date) may only be partly exercised if the Offer states partial exercise is permitted or the Board in its discretion gives prior consent to partial exercise.

3.5 Buy outs

Subject to compliance with all Applicable Laws, Plan Committee may (but shall not be obliged to) determine that some or all of a Participant's Vested Options or Plan Shares are to be bought out at the Market Value of the Shares that the Options would entitle the Participant to receive if the Option were validly exercised less the exercise price of the Options. The Company will buy out the Options or Plan Shares, if decided to be bought out, by such means as is available to the Company and considered appropriate by the Plan Committee, which may include cancelling Options or an employee share scheme buy back of Plan Shares as employee share plan shares as provided for in the Corporations Act. The receipt of payment for cancelled Options, bought back Plan Shares or otherwise in lieu of Options, Plan Shares or an entitlement to Shares may be delayed until the applicable process has been determined and implemented. A Participant is taken to have agreed to a cancelation or buy back (as applicable) and must complete and return any documents to give effect to the cancelation or buy back.

9 Restriction on disposal of Plan Shares

9.1 Plan Shares received on exercise of Options

Unless the Participant has already ceased employment with the Group the Shares acquired by a valid exercise of Options as provided in Rule 8.5 are, if the Offer of the Options so provides, Plan Shares subject to restrictions on disposal under this Rule 9.

9.2 No disposal whilst Shares in Plan

A holder of Plan Shares must not dispose of or deal with or grant a Security Interest over (or purport to dispose of or deal with or grant a Security Interest over) any of those Plan Shares or any interest in those Plan Shares while those Plan Shares are held in the Plan and subject to these Rules. This Rule does not prevent a transfer required to give effect to a condition in the Offer such as but not limited to a right to transfer, an obligation to transfer or a deemed transfer upon a specified percentage of the Shares of the Company (or a relevant interest in a specified percentage of the Shares of the Company) being acquired by a person and/or its associates (sometimes described as "tag along" or "drag along" rights)

9.3 Withdrawal of Plan Shares

A holder of Plan Shares may at any time, by serving on the Company a written withdrawal notice in a form approved by the Plan Committee, apply to withdraw from the Plan a portion of or all Plan Shares held by the holder.

9.4 Refusal to register transfer

Subject to the Listing Rules and Rule 9.2, the Company must refuse to register a paper-based transfer, and must apply or cause to be applied a holding lock to prevent a transfer, of any Plan Shares.

9.5 Acceptance of withdrawal application

The Plan Committee must not:

(a) accept an application to withdraw any Plan Shares:

(i) unless arrangements satisfactory to the Plan Committee are made for the repayment of any debts owed by the holder to the Company; or

(ii) if any of the events in Rule 10.1(c) or 10.2(b) have occurred, arrangements satisfactory to the Plan Committee are made for the Group to be recompensed for any loss or damage suffered in those circumstances; and for the purposes of Rule 9.5(a)(i) or 9.5(a)(ii) the Company is, if so determined by the Plan Committee, entitled to cause the Participant to forfeit some or all of those Plan Shares or to sell all or any of those Plan Shares for and on behalf of, and as attorney for, the holder and apply the proceeds first in and towards any amount payable to the Group under Rule 9.5(a)(i) or 9.5(a)(ii) and pay any balance to the holder; and

(b) otherwise unreasonably refuse to accept an application to withdraw any Plan Shares.

9.6 Company not liable

The Company is not liable to the holder of Plan Shares for or in relation any damage, loss, cost or other expense incurred by the holder as a result of action taken by the Company under Rule 9.5.

9.7 Ceasing employment

A holder of Plan Shares is on ceasing employment (including through the occurrence of a Special Circumstance) with the Group, deemed to have made an application under Rule 9.3 to withdraw all Plan Shares then held.

9.8 Removal of holding lock

Acceptance of an application for withdrawal served under Rule 9.3 or deemed made under Rule 9.7 is constituted by the lifting of any holding lock on the relevant Plan Shares.

9.9 Cease to be in Plan

On acceptance under Rule 9.8:

(a) the relevant Plan Shares cease to be held in the Plan and subject to these Rules;

(b) the relevant Plan Shares cease to be subject to restriction on disposal under Rules 9.2 to 9.9 inclusive;

(c) the Plan Committee must immediately notify the holder of the Shares that the holding lock has been lifted.

9.10 Notification upon request by Participant

The Company must, if requested, notify the holder of the Shares of the particular time when the holding lock was lifted under Rule 9.8.

Lapse of Options

10.1 Lapse of Options

An Option lapses and is automatically cancelled and not capable of being exercised on the earliest of:

(a) the last date specified in the Offer of the Option for the satisfaction of the Performance Hurdles to which the Option is subject (if any) without the Performance Hurdles being satisfied;

(b) the Expiry Date or other Last Exercise Date of the Option;

(c) a determination of the Plan Committee that the Option should lapse because the Participant, in the Plan Committee's opinion:

(i) unless the Offer of the Option provides that the Option survives termination, has resigned or otherwise ceased to be a Manager voluntarily, or has been dismissed or removed as a Manager for a reason which entitles a body corporate in the Group to dismiss the Participant without notice and without payment in lieu of notice;

(ii) has committed an act of fraud, defalcation or gross misconduct in relation to the affairs of that body corporate (whether or not charged with an offence); or

(iii) has done an act which brings the Group or any body corporate in the Group into disrepute;

(d) unless otherwise specified in the Offer of the Option determined by the Plan Committee, the date of termination of employment of the Participant with the Group (other than due to the occurrence of a Special Circumstance); and

(e) unless otherwise specified in the Offer of the Option determined by the Plan Committee, any circumstance specified in the Offer of the Option, and all rights and obligations in respect of such lapsed Options cease.

10.2 Lapse of Vested Options

Subject to Rule 10.1 (which shall take precedence over this Rule 10.2) an Option that has Vested lapses on the earliest of:

(a) the Expiry Date or other Last Exercise Date of the Option;

(b) the occurrence of any circumstance specified in the Offer of the Option;

(c) a determination of the Plan Committee that the Option should lapse because the Participant, in the Plan Committee's opinion (which discretion is absolute).

(i) unless the Offer of the Option provides that the Option survives termination, has been dismissed or removed from office for a reason which entitles a body corporate in the Group to dismiss the Participant without notice and without payment in lieu of notice;

(ii) has committed an act of fraud, defalcation or gross misconduct in relation to the affairs of that body corporate (whether or not charged with an offence); or

(iii) has done an act which brings the Group or any body corporate in the Group into disrepute;

(c) unless otherwise determined by the Plan Committee, the date of termination of employment of the Participant with the Group (other than due to the occurrence of a Special Circumstance); and

(d) unless otherwise determined by the Plan Committee, any circumstance specified in the Offer of the Option, and all rights and obligations in respect of such lapsed Options cease.

10.3 Rights cease

If a Participant fails for any reason to exercise all the Vested Options (not including Options taken to be exercised as provided in Rule 8.5(b)) registered in the Participant's name before the occurrence of a circumstance set out in Rules 10.1 or 10.2, those Options that the Participant:

(a) would have been entitled to exercise and that have not been exercised; and

(b) may have had a right or entitlement to have vested in the Participant, lapse and all rights of a Participant under the Plan in respect of those Options cease.

10.4 Dismissal or removal from office

Dismissal or removal from office resulting from the expiration of a term by elapse of time, a requirement in the constitution of the Company that a Director or other officer retire, or the removal of a Director by a resolution passed or approved at a general meeting of members of the Company is not dismissal or removal for a reason which entitles a body corporate in the Group to dismiss the Participant without notice and without payment in lieu of notice for the purposes of this Rule 10.

SUMMARY OF EMPLOYEE SHARE SCHEME

Set out below is a summary of the key terms of the Employee Share Scheme (Scheme), for which Shareholder approval is sought under Resolution 7.

Terms not defined in the Notice have the meaning given in the Scheme.

Principal conditions

3.1 Performance Rights or Remuneration Shares awarded only to Executives

No Performance Rights or Remuneration Shares may be issued, granted or awarded to a person under the Scheme unless the person remains an Executive as at the Award Date, or the Scheme Committee determines otherwise.

3.2 Compliance with laws

No Performance Right or Remuneration Share may be offered, issued, granted or awarded to, or exercised by, an Eligible Executive or Participant if to do so would contravene an Applicable Law.

3.3 Shares

Subject to compliance with all Applicable Laws, Shares to be received by an Eligible Executive or Participant may be issued by the Company at the applicable time, or at the discretion of the Scheme Committee may be existing Shares acquired on market and transferred to the Eligible Executive or Participant.

3.4 Buy outs

Subject to compliance with all Applicable Laws, Scheme Committee may (but shall not be obliged to) determine that a Participant's entitlement to Shares to which a Participant is to be bought out at the Market Value of the Shares. The Company will buy out the entitlement, if decided to be bought out, by such means as is available to the Company and considered appropriate by the Scheme Committee, which may include an employee share scheme buy back as provided for in the Corporations Act. The receipt of payment in lieu of an entitlement to Shares may be delayed until the applicable process has been determined and implemented. A Participant is taken to have agreed to the buy back of its entitlement (if and as applicable) and must complete and return any documents to give effect to the buy back.

Restriction on disposal of Remuneration Shares

9.1 Remuneration Shares issued on exercise of Performance Rights

Unless the Participant has already ceased employment with the Group the Shares acquired under any exercise of Performance Rights as provided in Rule 8.5 are, if the Offer of the Performance Rights so provides, Remuneration Shares subject to restrictions on disposal under this Rule 9.

9.2 No disposal whilst Shares in Scheme

A holder of Remuneration Shares must not dispose of or deal with or grant a Security Interest over (or purport to dispose of or deal with or grant a Security Interest over) any of those Remuneration Shares or any interest in those Remuneration Shares while those Remuneration Shares are held in the Scheme and subject to these Rules.

9.3 Withdrawal of Remuneration Shares

A holder of Remuneration Shares may at any time, by serving on the Company a written withdrawal notice in a form approved by the Scheme Committee, apply to withdraw from the Scheme a portion of or all Remuneration Shares held by the holder.

9.4 Refusal to register transfer

Subject to the Listing Rules, the Company must refuse to register a paper-based transfer, and must apply or cause to be applied a holding lock to prevent a transfer, of any Remuneration Shares.

9.5 Acceptance of withdrawal application

The Scheme Committee must not:

(a) accept an application to withdraw any Remuneration Shares:

(i) unless arrangements satisfactory to the Scheme Committee are made for the repayment of any debts owed by the holder to the Company; or

(ii) if any of the events in Rule 10.1(c) or 10.2(b) have occurred, arrangements satisfactory to the Scheme Committee are made for the Group to be recompensed for any loss or damage suffered in those circumstances; and for the purposes of Rule 9.5(a)(i) or 9.5(a)(ii) the Company is, if so determined by the Scheme Committee, entitled to cause the Participant to forfeit some or all of those Remuneration Shares or to sell all or any of those Remuneration Shares for and on behalf of, and as attorney for, the holder and apply the proceeds first in and towards any amount payable to the Group under Rule 9.5(a)(i) or 9.5(a)(ii) and pay any balance to the holder; and

(b) otherwise unreasonably refuse to accept an application to withdraw any Remuneration Shares.

9.6 Company not liable

The Company is not liable to the holder of Remuneration Shares for or in relation any damage, loss, cost or other expense incurred by the holder as a result of action taken by the Company under Rule 9.5.

9.7 Ceasing employment

A holder of Remuneration Shares is on ceasing employment (including through the occurrence of a Special Circumstance) with the Group, deemed to have made an application under Rule 9.3 to withdraw all Remuneration Shares then held.

9.8 Removal of holding lock

Acceptance of an application for withdrawal served under Rule 9.3 or deemed made under Rule 9.7 is constituted by the lifting of any holding lock on the relevant Remuneration Shares.

9.9 Cease to be in Scheme

On acceptance under Rule 9.8:

(a) the relevant Remuneration Shares cease to be held in the Scheme and subject to these Rules;

(b) the relevant Remuneration Shares cease to be subject to restriction on disposal under Rules 9.2 to 9.9 inclusive;

(c) the Scheme Committee must immediately notify the holder of the Shares that the holding lock has been lifted.

9.10 Notification upon request by Participant

The Company must, if requested, notify the holder of the Shares of the particular time when the holding lock was lifted under Rule 9.8.

10. Lapse of Performance Rights

10.1 Lapse of Performance Rights

A Performance Right lapses and is automatically cancelled and not capable of being exercised on the earliest of:

(a) the last date specified in the Offer of the Performance Right for the satisfaction of the Performance Hurdles to which the Performance Right is subject (if any) without the Performance Hurdles being satisfied;

(b) the Last Exercise Date of the Performance Right;

(c) a determination of the Scheme Committee that the Performance Right should lapse because the Participant, in the Scheme Committee's opinion:

(i) unless the Offer of the Performance Right provides that the Performance Right survives termination, has been dismissed or removed from office for a reason which entitles a body corporate in the Group to dismiss the Participant without notice and without payment in lieu of notice;

(ii) has committed an act of fraud, defalcation or gross misconduct in relation to the affairs of that body corporate (whether or not charged with an offence); or

(iii) has done an act which brings the Group or any body corporate in the Group into disrepute;

(d) unless otherwise specified in the Offer of the Performance Right determined by the Scheme Committee, the date of termination of employment of the Participant with the Group (other than due to the occurrence of a Special Circumstance); and

(e) unless otherwise specified in the Offer of the Performance Right determined by the Scheme Committee, any circumstance specified in the Offer of the Performance Right, and all rights and obligations in respect of such lapsed Performance Rights cease.

10.2 Lapse of Vested Performance Rights

Subject to Rule 10.1 (which shall take precedence over this Rule 10.2) a Performance Right that has Vested lapses on the earliest of:

(a) the Last Exercise Date of the Performance Right;

(b) a determination of the Scheme Committee that the Performance Right should lapse because the Participant, in the Scheme Committee's opinion:

(i) unless the Offer of the Performance Right provides that the Performance Right survives termination, has been dismissed or removed from office for a reason which entitles a body corporate in the Group to dismiss the Participant without notice and without payment in lieu of notice;

(ii) has committed an act of fraud, defalcation or gross misconduct in relation to the affairs of that body corporate (whether or not charged with an offence); or

(iii) has done an act which brings the Group or any body corporate in the Group into disrepute;

(c) unless otherwise determined by the Scheme Committee, the date of termination of employment of the Participant with the Group (other than due to the occurrence of a Special Circumstance); and

(d) unless otherwise determined by the Scheme Committee, any circumstance specified in the Offer of the Performance Right, and all rights and obligations in respect of such lapsed Performance Rights cease.

10.3 Rights cease

If a Participant fails for any reason to exercise all the Vested Performance Rights (not including Performance Rights taken to be exercised as provided in Rule 8.5(b)) registered in the Participant's name before the occurrence of a circumstance set out in Rules 10.1 or 10.2, those Performance Rights that the Participant:

(a) would have been entitled to exercise and that have not been exercised; and

(b) may have had a right or entitlement to have vested in the Participant, lapse and all rights of a Participant under the Scheme in respect of those Performance Rights cease.

10.4 Dismissal or removal from office

Dismissal or removal from office resulting from the expiration of a term by elapse of time, a requirement in the constitution of the Company that a Director or other officer retire, or the removal of a Director by a resolution passed or approved at a general meeting of members of the Company is not dismissal or removal for a reason which entitles a body corporate in the Group to dismiss the Participant without notice and without payment in lieu of notice for the purposes of this Rule 10.

Annexure B – Summary of the terms and conditions of Notes

Issuer	Wingara AG Limited ACN 009 087 469
Face Value	$1.00 per Note
Maturity Date	31 December 2026
Coupon Rate	12% per annum, which accrues daily and capitalised every three months.
Conversion	The Notes (together with capitalised interest) may be converted by the Noteholder into fully paid ordinary shares in the Company (**Shares**) at any time up to their respective maturity date. The conversion price is the higher of i. The VWAP of the Ordinary Shares of the Company as traded on the Australian Stock Exchange in the twenty (20) Business Days immediately preceding the valuation date, or, if not traded in the preceding period, then the last traded price of such shares on the Australian Stock Exchange; and ii. If the Company has released a prospectus to the public with an offer which is then open for acceptance by the recipients of that offer, then the offer price as set-out in that prospectus, less a discount of 25%.
Security	Notes are not secured
Transferability	Notes may be freely transferred
Redemption	Repayment of the principal sum (being the face value of each Note and capitalised interest) must be made on the respective Maturity Date or sooner if the Issuer commits an Event of Default and Noteholders request immediate redemption.
Warranties, Undertakings and Indemnities	Warranties, undertakings and indemnities customary for securities of this nature given by the Issuer.
Events of Default	Customary events of default for securities of this nature apply, including but not limited to payment, redemption or conversion breaches, representations, warranties and undertakings, and insolvency events.
Voting Rights	Notes do not give a Noteholder shareholder meeting attendance rights, voting rights or dividend rights.
Conversion Protections	Notes are subject to standard anti-dilution for re-organisation or reconstruction of capital.

Annexure C – Terms and Conditions of Loan Funded Shares

Loan Funded Shares
Participants will acquire Loan Funded Shares at market value as at the Grant Date using a loan provided by the Company. The Loan will be interest-free and limited recourse in accordance with the loan terms and the Plan Rules.

The Plan Rules require the Loan to be repaid before a Participant can sell their Shares.

Vesting Conditions of Loan Funded Shares
The Board has the discretion to impose such vesting conditions in relation to the Loan Funded Shares as it deems appropriate. These may include conditions relating to continued employment or service, performance (of the Participant or the Company) and the occurrence of specific events.

Restrictions on Disposal of Loan Funded Shares
A Participant must not sell, transfer, encumber or otherwise deal with a Loan Funded Share unless otherwise permitted under the Plan or determined by the Board. The Loan Funded Shares, at the discretion of the Company, will be the subject of a "holding lock", restricting the Participant's ability to trade the Shares.

Forfeiture of Loan Funded Shares
Forfeiture conditions apply at all times while each Participant holds Loan Funded Shares, such that the Participant will forfeit their interest in the Loan Funded Shares where the Participant is determined by the Board to:

- be a leaver (with some qualification as set out below);
- be in breach of any terms of the Loan; or
- fail to satisfy the Vesting Conditions.

Leavers
If a Participant ceases to be employed or engaged by the Company Group or, if a Director, ceases to be a Director, the Board will determine within which category of 'Leaver' (as defined below) that Participant falls, and will make a determination in respect of vesting and forfeiture of the Loan Funded Shares held by that Participant as set out below:

Type of Leaver	Defined as…	Unvested Loan Fund Shares	Vested Loan Fund Shares
Good Leaver	A Participant who ceases employment for reasons of ill-health, total and permanent disability, death, redundancy, retirement (with the agreement of the Board), or the sale by the Company of the business in which the Participant is employed such that it is no longer a member of the Company Group. Also includes, in the case of a Director, a person who retires from that position for reasons of ill-health or total and permanent disability, or dies.	Will vest pro-rata based on the portion of the Vesting Period which has expired as at the date on which employment, engagement or directorship ceases (**Cessation Date**), and having regard to the extent to which any Vesting Conditions have been satisfied, all as determined by the Board. Any Loan Funded Shares which remain unvested following the Board's determination are forfeited.	May be retained, subject to repayment of the balance of the Loan by the earlier of its maturity date or the date which is 6 months from the Cessation Date (or 12 months in the case of cessation of employment, engagement or directorship due to death).

Type of Leaver	Defined as…	Unvested Loan Fund Shares	Vested Loan Fund Shares
Bad Leaver	A Participant who ceases employment in circumstances of: • breach of the Loan Agreement or serious/ persistent breach of employment/engagement; • grave misconduct or recklessness in the discharge of duties; • actual or potential disqualification from managing corporations under the Corporations Act; or • directly competes with the Company's business as employee, contractor, director or substantial owner within 6 months of ending employment/ engagement with the Company. • Also includes, in the case of a Director, a Participant who retires or resigns as a Director without prior approval from the Board, or is removed from the Board by Shareholder vote.	Will be forfeited.	Any vested Loan Funded Shares that remain subject to any condition, or remain held in trust, or if the Loan balance is outstanding and not repaid within 7 days of cessation, will be forfeited.
Leaver	A Participant who ceases employment, engagement or directorship, and who is not a Good Leaver or Bad Leaver	Will be forfeited (unless the Board determines otherwise).	May be retained, subject to repayment of the balance of the Loan by earlier of its maturity date or the date which is 6 months from the Cessation Date.

Change in control of the Company

If the Company becomes, or in the opinion of the Board is likely to become, subject to a change of control, unvested Loan Funded Shares will vest pro-rata based on the portion of the Vesting Period which has expired as at the relevant date and, provided the terms of the Loan are complied with, Participants may dispose of their vested Loan Funded Shares by:

- selling their Loan Funded Shares; or
- requesting the Company buy-back their Loan Funded Shares.

Loan Terms

Participants will be invited to purchase Shares using loan funds under a loan agreement with the Company. The Loan must always be repaid if the Participant wishes to benefit from the Shares. Participants only benefit from growth in share price.

The Loan commences on the Grant Date and, subject to the Board's discretion to permit the Loan to continue for a further specified period, must be repaid by the earliest of the following:

- three years from the Grant Date;
- the date the Participant ceases employment, engagement or directorship with the Company;
- the date the Loan Funded Shares are forfeited;
- the date the Board determines any of the Vesting Conditions will not be satisfied;
- the date the Company is wound up; or
- the date, other than above, that the Participant and the Company agree to in writing.

The Loan is interest-free and fee-free, and limited recourse. Limited recourse means the repayment amount will be the lesser of the outstanding Loan value and the market value of the Loan Funded Shares that were acquired using the Loan. If the Participant's Loan Funded Shares are of lower value than the Loan balance at the time that they are required to repay the Loan, that Participant's Loan Funded Shares will be disposed of at market value and the proceeds applied in full satisfaction of the Loan obligations.

The Participant may repay the Loan before the repayment date. The Loan must be repaid in full (or arrangements for the repayment of the Loan entered into to the satisfaction of the Board), and the Vesting Conditions satisfied, before the Loan Funded Shares can be disposed of.

If dividends are paid by the Company on the Participant's Loan Funded Shares, the Company will apply the after-tax value of the dividends to the repayment of the Loan.

When the Loan is due for repayment, the Company may sell or buy-back some or all of the Participant's Loan Funded Shares to satisfy the outstanding Loan balance. The proceeds from any sale or buy-back of the Loan Funded Shares will be applied to repay the outstanding Loan balance and any excess funds after costs and expenses will be returned to the Participant if they are entitled to them under the terms of the Plan Rules and the Loan.

Maximum number of Shares to be offered
The maximum number of Shares that may be granted pursuant to the Plan on each Grant Date (in addition to the number of shares and options issued under the Company's existing Employee Share Option Plan and Employee Share Scheme, each of which are summarised in Annexure A) is 5% of the total issued share capital of the Company as at the relevant Grant Date.

Annexure D – Terms and Conditions of Incentive Options

The options (**Options**) to subscribe for fully paid ordinary shares (**Shares**) in Wingara AG Limited (**Company**) are issued on the following terms and conditions:

(a) Entitlement

Each Option entitles the holder to subscribe for one Share upon the exercise of each Option.

(b) Exercise price

The exercise price of each Option will be $0.001429 (**Exercise Price**).

(c) Vesting

The Options shall vest in accordance with their terms of grant.

In addition, all unvested Options will vest on a Change of Control Event (as defined below) occurring.

For the purposes of these terms and conditions, **Change of Control Event** means:

(i) a change in Control (as defined in section 50AA of the Corporations Act) of the Company;

(ii) the announcement by the Company that shareholders have at a Court convened meeting of shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement under which all Shares are to be either cancelled, or transferred to a third party, and the Court, by order, approves the proposed scheme of arrangement;

(iii) where a person becomes the legal or the beneficial owner of, or has a Relevant Interest (as defined in section 608 of the Corporations Act) in, more than fifty per cent (50%) of all Shares on issue (**Issued Capital**);

(iv) where a person becomes entitled to acquire, hold or has an equitable interest in more than fifty per cent (50%) of Issued Capital; and

(v) where a Takeover Bid (as defined in the Corporations Act) is made to acquire more than fifty per cent (50%) of Issued Capital (or such lesser number of Shares that when combined with the Shares that the bidder (together with its Associates (as defined in section 12 of the Corporations Act)) already owns will amount to more than 50% of Issued Capital) and the Takeover Bid becomes unconditional and the bidder (together with its Associates) has a Relevant Interest in more than 50% of Issued Capital,

but, for the avoidance of doubt, does not include any internal reorganisation of the structure, business and/or assets of the Company or its corporate group.

(c) Expiry date

The expiry date of each Option is 5.00pm (AEDT) on 17 July 2030 (**Expiry Date**).

(d) Exercise period

An Option may only be exercised by payment of the Exercise Price after it has vested and thereafter at any time prior to the Expiry Date.

(e) Cashless Exercise Facility

(i) Notwithstanding the requirement for payment of the Exercise Price in accordance with paragraph (d), in order to exercise some or all of the Options, the holder may, subject to sub-paragraph (e)(iv), elect to pay the Exercise Price by using the cashless exercise facility provided for under this paragraph (e) (**Cashless Exercise Facility**).

(ii) The Cashless Exercise Facility entitles the holder to set-off the Exercise Price against the number of Shares which the holder is entitled to receive upon exercise of the holder's Options. By using the Cashless Exercise Facility, the holder will receive Shares to the value of the surplus after the Exercise Price has been set-off.

(iii) If the holder elects to use the Cashless Exercise Facility, the holder will only be issued that number of Shares (rounded down to the nearest whole number) as are equal in value to the difference between the total Exercise Price otherwise payable for the Options on the Options being exercised and the then market value of the Shares at the time of exercise (determined as the volume weighted average prices at which Shares were traded on the ASX over the five trading day period immediately preceding the exercise date) calculated in accordance with the following formula:

$$S = \frac{O \times (MSP - EP)}{MSP}$$

Where:

S = Number of Shares to be issued on exercise of the Options.

O = Number of Options.

MSP = Market value of the Shares (calculated using the volume weighted average prices at which Shares were traded on the ASX over the five trading day period immediately preceding the exercise date).

EP = Option exercise price.

(iv) If the difference between the total Exercise Price otherwise payable for the Options on the Options being exercised and the then market value of the Shares at the time of exercise (calculated in accordance with sub-paragraph (i)(iii)) is zero or negative, then the holder will not be entitled to use the Cashless Exercise Facility.

(f) Notice of exercise

An Option may be exercised by notice in writing to the Company (**Notice of Exercise**). Any Notice of Exercise of Options received by the Company will be deemed to be a notice of the exercise of that Options as at the date of receipt.

(g) Shares issued on exercise

Shares issued on exercise of the Options will rank equally with the then issued Shares.

(h) Options not quoted

The Company will not apply to ASX for quotation of the Options.

(i) Quotation of Shares on exercise

Application will be made by the Company to ASX for official quotation of the Shares issued upon the exercise of the Options.

(j) Timing of issue of Shares

(i) After an Option is validly exercised, the Company must as soon as possible:

(A) issue the Share; and

(B) do all such acts, matters and things to obtain the grant of quotation for the Share on ASX no later than 5 days from the date of exercise of the Option.

(ii) On the date that the Shares are issued under paragraph (i) above, the Company must issue a cleansing notice under section 708A(5) of the Corporations Act.

(iii) If the Company is not then permitted to issue a cleansing notice under section 708A(5) of the Corporations Act, the Company must either:

(A) issue a prospectus on the date that the Shares are issued under paragraph (i) above (in which case the date for issuing those Shares may be extended to not more than 25 Business Days after the receipt of the Exercise Notice, to allow the Company time to prepare that prospectus); or

(B) issue a prospectus before the date that the Shares are issued under paragraph (i) above, provided that offers under that prospectus must still be open for acceptance on the date those Shares are issued,

in accordance with the requirements of section 708A(11) of the Corporations Act.

(k) Participation in new issues

There are no participation rights or entitlements inherent in the Options and the holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. Holders of Options must exercise their Options prior to the date for determining entitlements to participate in any such issue.

(l) Adjustment for bonus issues of Shares

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

(i) the number of Shares which must be issued on the exercise of Options will be increased by the number of Shares which the option holder would have received if the Options holder had exercised the Options before the record date for the bonus issue; and

(ii) no change will be made to the Exercise Price.

(m) No adjustment for rights issue

If the Company makes an issue of Shares pro rata to existing shareholders there will be no adjustment of the Exercise Price.

(n) Adjustments for reorganisation

If there is any reconstruction of the issued share capital of the Company, the rights of the Options holder may be varied to comply with the ASX Listing Rules which apply to the reconstruction at the time of the reconstruction.

(o) Options transferable

The Options may be transferred in accordance with the Corporations Act 2001.

(p) Lodgement instructions

The application for Shares on exercise of the Options must be lodged at the Company's share registry. The Exercise Price may be paid by cheque or electronic funds transfer to an account nominated by the Company. Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable".

GLOSSARY

10% Placement Capacity has the meaning given in Item 4 of the Notice.

AEST means Australian Eastern Standard Time as observed in Melbourne, Australia.

Annual General Meeting or **Meeting** means the meeting convened by the Notice

Associate has the meaning given to that term in Division 2 of Part 1.2 of the Corporations Act, as the context requires.

ASX means ASX Limited ACN 008 624 691.

ASX Listing Rules means the Listing Rules of the ASX, as amended or replaced from time to time except to the extent of any express written waiver by ASX.

ASX Principles means the ASX Corporate Governance Principles and Recommendations (4th edition).

Board means the current board of directors of the Company.

Closely Related Party has the meaning as defined in section 9 of the Corporations Act.

Company means Wingara AG Limited (ACN 009 087 469)

Constitution means the Company's Constitution.

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

Directors means the current directors of the Company.

Eligible Entity means an entity that at the relevant date:

(a) Is not included in the A&P/ASX 300 Index; and
(b) Has a market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of $300,000,000.

Entitlement Time means 7.00 p.m. (AEST) on 5 September 2026.

Equity Securities includes 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 Notes means the Explanatory Notes accompanying the Notice.

Grant Date means a date determined by the Board.

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

Loan means loan from the Company to a Participant provided pursuant to the Plan.

Loan Funded Share means a Share that is subject to a Loan and/or to any conditions issued under the Plan.

Key Management Personnel or **KMP** has the meaning as defined in section 9 of the Corporations Act.

NAOS means NAOS Asset Management Ltd

Notice or **Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meaning and the explanatory notes accompanying the Notice and the Proxy Form.

Option means an option to acquire a Share.

Participants means key personnel and Directors.

Plan means the Loan Funded Share Plan proposed to be adopted by the Company, details of which are set out in the Notice and Explanatory Statement.

Plan Rules means the rules governing the Plan.

Proxy Deadline means 11.00 a.m. (AEST) on 5 September 2026.

Proxy Form means the proxy form accompanying the Notice.

Related Body Corporate has the meaning set out in in section 50 of the Corporations Act.

Remuneration Report means the remuneration report set out in the Director's Report section of the Company's annual financial report for the years ended 31 March 2025 and 31 March 2026.

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

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

Shareholder means a holder of a Share.

Share Registry means Computershare Limited.

Vesting Conditions means vesting conditions for Loan Fund Shares as determined by the Board.

Voting Exclusion means the exclusion of particular Shareholders from voting on a particular Resolution, as specified under that Resolution in the Notice of Meeting.

Wingara AG Limited

Wingara AG Ltd
ABN 58 009 087 469

Need assistance?

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

Online:
www.investorcentre.com/contact

YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (AEST) on Saturday, 5 September 2026.**

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:

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: 188915

SRN/HIN:

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.

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.

Proxy Form

Please mark X to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Wingara AG Limited hereby appoint

the Chairman of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Wingara AG Limited to be held at William Buck, Level 20, 181 William Street, Melbourne, VIC 3000 on Monday, 7 September 2026 at 11:00am (AEST) 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 3, 4, 8, 11, 12, 13 and 14 (except where I/we have indicated a different voting intention in step 2) even though Items 3, 4, 8, 11, 12, 13 and 14 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 3, 4, 8, 11, 12, 13 and 14 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
Item 3	Remuneration Report 2025			
Item 4	Remuneration Report 2026			
Item 5	Re-election of Director - Marcello Diamante			
Item 6	Re-election of Director - Giuseppe Rinarelli			
Item 7	Re-election of Director - Eric Jiang			
Item 8	Approval of Employee Share Option Plan and Employee Share Scheme			
Item 9	Additional 10% Placement Capacity			
Item 10	Approval for issue of Convertible Notes			
Item 11	Approval for Loan Funded Share Plan			
Item 12	Approval for issue of Loan funded shares to Christopher Hood			
Item 13	Approval for issue of Remuneration Shares to Christopher Hood			
Item 14	Approval for issue of Incentive Options to Christopher Hood			

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	Securityholder 2	Securityholder 3	
			/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

Update your communication details *(Optional)*

Mobile Number

Email Address

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