

**WISR LIMITED  
ACN 004 661 205**

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of shareholders of Wisr Limited (**Company**) will be held at 1.00 p.m. (AEDT) on Monday 27 November 2023 at the offices of BDO, Level 11, 1 Margaret Street, Sydney NSW 2000 (**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**

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**Item 1: Financial Statements and Reports**

To receive and consider the Financial Report, the Directors' Report and Auditor's Report of the Company for the year ended 30 June 2023.

**Item 2: Remuneration Report**

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 30 June 2023."*

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 3: Re-election of Director**

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

*"That Mr Matthew Brown, being a Director who is retiring in accordance with Rule 8.1 of the Company's Constitution and ASX Listing Rule 14.4, and being eligible, offers himself for election, be re-elected as a Director of the Company."*

#### **Item 4: Approval of Incentive Plan**

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

*“That for the purposes of Listing Rule 7.2 Exception 13, and for all other purposes, approval is given for the amendment and adoption of the Company’s Employee Equity Incentive Plan (**Plan**), as detailed in the Explanatory Notes, and the issue of securities under the Plan on the terms and conditions thereof.”*

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

#### **Item 5: 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 Memorandum.”*

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

#### **ENTITLEMENT TO VOTE**

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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. (AEDT) on Saturday 25 November 2023 (**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**

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Copies of the Company's 2023 Annual Report may be accessed on the Company’s website <https://wizr.com.au/> or requested from the Company.

## VOTING OPTIONS AND PROXIES

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### Voting

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 Items 2 and 4 (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 Chair of the Meeting as proxy and does not direct the Chair how to vote on an item of business, the Chair 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 Chair

For Item 2 (Remuneration Report) and Item 4 (Incentive Plan), where the Chair is appointed as a Shareholder's proxy and that shareholder has not specified the way in which the Chair is to vote on Items 2 and 4, the Shareholder is directing the Chair to vote in accordance with the Chair's voting intentions for these items of business, even though Items 2 and 4 are connected directly or indirectly with the remuneration of Key Management Personnel.

The Chair intends to vote all undirected proxies in favour of the resolutions in the Notice of Meeting, including Items 2 and 4.

### 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 1.00 p.m. (AEDT) on Saturday, 25 November 2023 (Proxy Deadline)**.

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

- (i) By mail to Link Market Services Limited (**Link**) using the reply-paid envelope or Locked Bag A14, Sydney South, NSW 1235. Please allow sufficient time so that it reaches Link by the Proxy Deadline;
- (ii) By fax to Link on +612 9287 0309;
- (iii) Online via the Company's Share Registry website at <https://investorcentre.linkgroup.com>. Please refer to the Proxy Form for more information; or
- (iv) By hand delivery to Link at Level 12, 680 George Street, Sydney NSW 2000.

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

### **CORPORATE REPRESENTATIVES**

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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 the Company, by no later than 12.30 p.m. on 27 November 2023, 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

*VanessaChidrawi*

**Vanessa Chidrawi**  
Company Secretary  
25 October 2023

## Explanatory Notes

### ITEM 1 – Financial Statements and Reports

As required by section 317 of the Corporations 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 Chair 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, BDO Audit Pty Ltd (**BDO**), questions about the Auditor's Report, the conduct of its audit of the Company's Financial Report for the year ended 30 June 2023, 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 BDO 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 received no later than 5.00 p.m. (AEDT) on 24 November 2023. A form to facilitate the submission of questions is available from the Company's Share Registry, Link and it includes instructions for the return of this form to the Share Registry.

### ITEM 2 – Adoption of Remuneration Report

#### Reasons for Resolution

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

As provided by section 250R(3) of the Corporations 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. In order to align remuneration with shareholders' interests, the framework:

- attracts, motivates and retains executive talent required to deliver strategy;
- appropriately balances fixed and at-risk remuneration components;
- creates reward differentiation to drive performance values and behaviours; and
- creates Shareholder value through equity alignment.

### **Voting Exclusion Statement**

As required by the Corporations Act, the Company will disregard any votes cast on Item 2 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 Chair of the Meeting and votes as a proxy appointed by writing that authorises the Chair to vote on the resolution even though that resolution is connected with the remuneration of a member of the Company's KMP.

**What this means for Shareholders:** If you intend to appoint a member of the KMP (such as one of the Directors) as your proxy, please ensure that you direct them how to vote on the proposed resolution in Item 2. If you intend to appoint the Chair of the Meeting as your proxy, you can direct him how to vote by marking the boxes for Item 2 (for example, if you wish to vote for, against or abstain from voting), or you can choose not to mark any of the boxes for Item 2 and give the Chair your express authority to vote your undirected proxy (in which case the Chair will vote in favour of this item of business).

Shareholders should be aware that the Chair intends to vote all undirected proxies given to the Chair in favour of the resolutions put to the Annual General Meeting, including this Item 2, subject to compliance with the Corporations Act.

### **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.

### **ITEM 3 - 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. Rule 8.1 (f) of the Constitution states that where the ASX Listing Rules require an election of directors to be held, the director who has held office as director for the longest period of time since their last election or appointment to that office, must retire at the annual general meeting and, if eligible, may be re-elected.

Mr Matthew Brown was last elected by Shareholders on 24 November 2021 and pursuant to Rule 8.1 (f) of the Constitution and ASX Listing Rule 14.4, retires by rotation. Being eligible, Mr Brown makes himself available for re-election at this Meeting. Details relevant to the consideration of Mr Brown's re-election are set out below.

Mr Brown was first appointed as a non-executive director of the Company on 13 September 2021. He has enjoyed a successful career in investment banking and technology, both in Australia and the United States. He has held

roles as Managing Director at Macquarie Capital and Chief Financial Officer and executive director of LiveTiles Limited (a global enterprise SaaS business). He holds Bachelor of Commerce and Bachelor of Laws degrees from the University of Sydney.

Mr Brown is currently a non-executive director of Thinxtra Limited, EncompaaS Software Limited, Learning Vault Pty Ltd and UpWire Pty Ltd, and Managing Director of independent investment and corporate advisory firm, Alluvion Capital. He has been served as chair of the Company's Audit and Risk Committee since his appointment.

Having had regard to the ASX Principles, the Company's Board regards Mr Brown as an independent director and is of the view that his extensive experience and expertise in the sector is invaluable in leading and supporting the Company's growth towards profitability.

#### **Directors' Recommendation**

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

#### **ITEM 4 – Approval of Incentive Plan**

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

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

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

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

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

Other than the Plan, the Company has no other employee or executive share-based plans. Grants made under the Plan 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. The Plan has 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 was last approved by Shareholders at the Company's Annual General Meeting held on 25 November 2020 (the **2020 AGM**), and the Company seeks further approval of the Plan with minor modifications, to take account of changes to legislation impacting incentive plans enacted in October 2022 and to address the mechanics of exercise of options and issues to share trustees, to allow for the issue of equity securities under the Plan. A copy of the Plan, reflecting the changes marked up, is available from the Company upon request, and may be viewed on the Company's website.

Since the plan was last approved, the Company has as at the date of this notice issued 42,732,574 performance rights to employees of the Company of which:

- a) 12,097,212 have vested;
- b) 15,608,503 have lapsed due to performance conditions not being met, such conditions including continuation of employment; and
- c) 27,124,071 are currently on issue (of which 12,097,212 have vested but not yet been exercised).

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

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 five percent (5%) of the Company's total issued share capital, being 68,096,237.

The Resolution in Item 4 seeks Shareholder approval to adopt the Plan with the minor modifications referenced, 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 person who is eligible to participate in the employee incentive 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.

### **Chair's Voting Intention**

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

### **Item 5: 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 5 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 5 for it to be passed.

If Item 5 is approved, the number of equity securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out below). If the resolution is not approved, any Equity Securities issued will be deducted from the Company's capacity under Listing Rule 7.1 (with the exception of those items provided for as exceptions under Listing Rule 7.2), and Shareholder approval will be required for the issue of any additional Equity Securities in excess of that capacity.

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

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

As at the date of this Notice, the Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$39.5 million (based on the number of Shares on issue which excludes restricted securities and the closing price of Shares on ASX on 12 October 2023).

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

- 1,361,924,759 quoted fully paid ordinary shares; and
- 31,417,718 unquoted performance rights.

The number of equity securities that the Company may issue under the approval sought in Item 5 will be calculated in accordance with the following formula as set out in ASX Listing Rule 7.1A:

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

*Where:*

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

- (i) *plus, the number of Shares issued in the relevant period under an exception in Listing Rule 7.2 other than exception 9,16 or 17;*
- (ii) *plus, the number of Shares 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 Shares 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 Shares issued in the relevant period with approval under Listing Rules 7.1 and 7.4;*
- (v) Plus, the number of partly paid Shares that became fully paid in the relevant period;*
- (vi) less the number of fully paid Shares cancelled in the relevant period.*

**D = 10%.**

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

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

### **Specific information required by Listing Rule 7.1A**

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to Item 5:

#### **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 5 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.<sup>1</sup>

Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$ 0.015 50% decrease in Issue Price	\$ 0.03 Issue Price	\$ 0.06 100% increase in Issue Price
Current Variable A 1,361,924,759	10% Voting dilution	136,192,475	136,192,475	136,192,475
	Funds Raised	\$2,042,887	\$4,085,774	\$8,171,548

<b>50% increase in current Variable A</b>	<b>10% Voting dilution</b>	204,288,713	204,288,713	204,288,713
<b>2,042,887,138</b>	<b>Funds Raised</b>	<b>\$3,064,330</b>	<b>\$6,128,661</b>	<b>\$12,257,322</b>
<b>100% increase in current Variable A</b>	<b>10% Voting dilution</b>	272,384,951	272,384,951	272,384,951
<b>2,723,849,518</b>	<b>Funds Raised</b>	<b>\$4,085,774</b>	<b>\$8,171,548</b>	<b>\$16,343,097</b>

**Notes:**

<sup>1</sup> 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 \$0.03, being the closing price of the Shares on ASX on 13 October 2023.
- (d) The current number of securities on issue is the Shares on issue as at 13 October 2023, being 1,361,924,759.

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 5, then that approval will expire on the earlier of:

- (a) 27 November 2024, being 12 months from the date of the Meeting;

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

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

#### **Purpose of Issue under 10% Placement Capacity**

The Company may issue equity securities under the 10% Placement Capacity for various purposes including general working capital purposes.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.3 upon issue of any Equity Securities.

#### **Allocation under the 10% Placement Capacity**

The allottees of the equity securities to be issued under the 10% Placement Capacity have not yet been determined. However, the allottees of equity securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

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

- (a) the purpose of the issue;
- (b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (c) the effect of the issue of the equity securities on the control of the Company;
- (d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (e) prevailing market conditions; and
- (f) advice from corporate, financial and broking advisors (if applicable).

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

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

### **Director's Recommendation**

The Directors unanimously recommend that Shareholders vote in favour of this Resolution.

### **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 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.

### **Chair's Voting Intention**

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

## GLOSSARY

**AEDT** means Australian Eastern Daylight Savings Time as observed in Sydney, 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 Wisr Limited (ACN 004 661 205)

**Constitution** means the Company's Constitution.

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

**Directors** means the current directors of the Company.

**Entitlement Time** means 7.00 p.m. (AEDT) on Saturday 25 November 2023.

**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.

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

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

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

**Proxy Deadline** means 1.00 p.m. (AEDT) on Saturday, 25 November 2023.

**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 year ended 30 June 2023.

**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** or **Link** means Link Market Services.

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



## Annexure "A"

### Material Terms of the Plan

- **Governance:** The plan will be governed by the Board or Committee the Board delegates its authority in relation to the Plan, such as the Remuneration and Nomination Committee.
- **Eligibility:** Offers to participate in the Plan may be made to employees, directors, or any other person at the Board's discretion (subject to the Class Order or other applicable requirements).
- **Quantum:** The Board will determine the potential opportunity amount for each participant. This amount may be a \$ amount, a % of fixed remuneration or by reference to a percentage of the market capital value or shares on issue. This amount will be confirmed in the offer letter to the participant.  
The actual amount the participant will be eligible to receive will be determined by the Board with reference to achievement against the Participant's annual scorecard of performance measures over the financial year. The number of Performance Rights will be determined by dividing the amount by the VWAP of Company's Shares for the 10 trading days immediately following the release of the Company's financial results.
- **Instrument:** Each Performance Right entitles the holder to one WISR Share (subject to any adjustments as a result of a reorganisation of capital). Performance Rights do not provide the participant with a right to receive dividends. Performance Rights are forfeitable until any performance conditions are met and the rights vest and become exercisable.
- **Vesting Date:** Date on which all of the performance conditions for the Performance Rights are met. The Board may have the discretion to waive or reduce performance conditions or vest the Performance Rights at an earlier time.
- **Performance Conditions:** The Board will set an annual scorecard which will establish performance measures and their relative weightings which will be communicated to the participant prior to the commencement of the performance period. The scorecard will also establish the degree to which each measure is rewarded by establishing levels of performance and corresponding levels of reward.  
The Board will assess the performance against the annual scorecard at the end of the financial year and determine the value of the award and the amount to be awarded as Performance Rights. The Board has absolute discretion to adjust the outcomes up or down based on the overall results, the Company's values and impact on shareholder value.  
The Performance Rights held by the Participant may be subject to further Performance Conditions as determined by the Board and outlined in the offer. The additional Performance Condition is currently that the participant must remain an employee of the Company until vesting (subject to 'good leaver' provisions').
- **Restrictions on dealing:** The Shares held by the Participant as a result of exercising the Performance Rights may be subject to restrictions on dealing as determined by the Company and outlined in the offer, in addition to restrictions on trading under the Company's Securities Trading Policy or applicable law.  
**Leaver Provisions:** A 'good leaver' is defined as an employee who terminates employment as a result of retirement, genuine redundancy, death, total and permanent disability, or any other circumstance as determined by the Board. Where an individual is a good leaver, generally any vested Performance Rights will remain on foot subject to the original performance conditions. However, the Board has the discretion to determine that the Performance Rights are treated in a different manner, for example that they lapse or partially lapse or that they could accelerate the vesting. A 'bad leaver' is defined as a leaver who is not considered a good leaver. Where an employee is a bad leaver, any unvested Performance Rights immediately lapse unless otherwise determined by the Board.
- **Change in Control:** The Board would retain discretion to determine the treatment of vested and unvested Performance Rights in the case of change of control.
- **Claw back:** The Board will require a participant to pay back part or all of the resulting shares, or forfeit Performance Rights not yet vested, that are found to be awarded as the result of material financial misstatements, fraud or misconduct that resulted in an award that would not have otherwise been payable.

**LODGE YOUR VOTE**

-  **ONLINE**  
<https://investorcentre.linkgroup.com>
-  **BY MAIL**  
 Wisr Limited  
 C/- Link Market Services Limited  
 Locked Bag A14  
 Sydney South NSW 1235 Australia
-  **BY FAX**  
 +61 2 9287 0309
-  **BY HAND**  
 Link Market Services Limited  
 Parramatta Square, Level 22, Tower 6,  
 10 Darcy Street, Parramatta NSW 2150; or  
 Level 12, 680 George Street, Sydney NSW 2000
-  **ALL ENQUIRIES TO**  
 Telephone: 1300 554 474      Overseas: +61 1300 554 474



**X99999999999**

**PROXY FORM**

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

**APPOINT A PROXY**

**the Chairman of the Meeting (mark box)**      **OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **1:00pm (AEDT) on Monday, 27 November 2023 at The offices of BDO, Level 11, 1 Margaret Street, Sydney NSW 2000** (the **Meeting**) and at any postponement or adjournment of the Meeting.


**Important for Items 2 & 4:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Items 2 & 4, even though the Items are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**

**VOTING DIRECTIONS**

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

Items	For	Against	Abstain*
2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Director - Mr Matthew Brown	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Additional 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

**SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED**

Shareholder 1 (Individual)      Joint Shareholder 2 (Individual)      Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary      Director/Company Secretary (Delete one)      Director

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



## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

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

### APPOINTMENT OF PROXY

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

### DEFAULT TO CHAIRMAN OF THE MEETING

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

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

### APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

### SIGNING INSTRUCTIONS

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

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

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

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

### CORPORATE REPRESENTATIVES

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

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **1:00pm (AEDT) on Saturday, 25 November 2023**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



#### ONLINE

<https://investorcentre.linkgroup.com>

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



#### BY MOBILE DEVICE

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

#### QR Code



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



#### BY MAIL

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



#### BY FAX

+61 2 9287 0309



#### BY HAND

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

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

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



ABN 80 004 661 205

All GrainCorp Registry communications to:  
Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia  
Telephone: +61 1300 883 034  
Facsimile: +61 2 9287 0303  
ASX Code: WZR  
Email: WZR@linkmarketservices.com.au  
Website: www.linkmarketservices.com.au



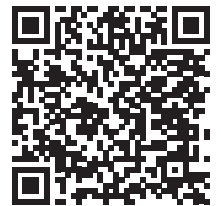
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**GO ONLINE AND RECEIVE INFORMATION FASTER**

Everyone benefits from electronic communications. As an investor you will benefit from secure, convenient and prompt delivery of information by electing to receive your communications electronically.

To receive your communications electronically via your nominated email address you can log on to the website: [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) or scan the QR code and follow the instructions provided. Alternatively please insert your email address in the space provided and return the form.

If you do not take any action you will continue to receive your communications (including the annual report, if applicable) by post.



**My email address is:**

**Personal Information Collection Notification Statement:** Link Group advises that personal information it holds about you (including your name, address, date of birth and details of the financial assets) is collected by Link Group organisations to administer your investment. Personal information is held on the public register in accordance with Chapter 2C of the *Corporations Act 2001*. Some or all of your personal information may be disclosed to contracted third parties, or related Link Group companies in Australia and overseas. Your information may also be disclosed to Australian government agencies, law enforcement agencies and regulators, or as required under other Australian law, contract, and court or tribunal order. For further details about our personal information handling practices, including how you may access and correct your personal information and raise privacy concerns, visit our website at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) for a copy of the Link Group condensed privacy statement, or contact us by phone on +61 1800 502 355 (free call within Australia) 9am–5pm (Sydney time) Monday to Friday (excluding public holidays) to request a copy of our complete privacy policy.

**WZR CPE009**



