



Tuesday, 27 August 2024

## Share Purchase Plan Offer Booklet

**Wrkr Ltd** (ASX: WRK) (**Wrkr** or the **Company**) announced on Monday 19 August 2024 that it intends to make an offer (**Offer**) to eligible shareholders to participate in Wrkr's Share Purchase Plan (**SPP**).

SPP Offer documentation is being despatched to Wrkr's eligible shareholders today.

Attached are the eligible shareholder letter, SPP Offer Booklet and application form.

These documents have been authorised by the Board for release to the ASX.

If shareholders have any questions in relation to how to participate in the SPP, please contact our share registry Boardroom Services on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) between 9.00am and 5.00pm (Sydney time) Monday to Friday or email any questions to [corporateactions@boardroomlimited.com.au](mailto:corporateactions@boardroomlimited.com.au).



***Not for release to US wire services or distribution in the United States***

27 August 2024

Dear Shareholder

**WRKR LIMITED SHARE PURCHASE PLAN NOW OPEN**

On Monday, 19 August 2024, Wrkr Limited (ACN 611 202 414) (**Wrkr** or the **Company**) announced a non-underwritten share purchase plan offer to Eligible Shareholders (as defined below) to raise up to A\$0.5 million (before costs) (**SPP**). The Company may decide to accept applications (in whole or in part) that result in the SPP raising more or less than this amount in its absolute discretion.

The SPP follows the successful completion of a placement to institutional investors announced on Monday, 19 August 2024 (**Placement**).

The SPP is:

- subject to the terms and conditions set out in the Share Purchase Plan Booklet prepared in connection with the SPP dated Tuesday, 27 August 2024 (**SPP Booklet**); and
- being made in accordance with *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*.

Capitalised terms used but not defined in this letter have the meaning given in the SPP Booklet.

By lodging an Application Form for the New Shares and making payment of the application monies, you acknowledge and agree to be bound by the terms and conditions set out in the SPP Booklet.

**The purpose of this letter is to notify you that the SPP is now open and provide you with instructions on how to access the SPP Booklet. A copy of your personalised Application Form is enclosed with this letter.**

Shareholders should carefully read and consider the SPP Booklet (in full) before deciding whether to apply for any New Shares, and seek any relevant professional advice that they may require in relation to participating in the SPP.

**How to obtain a copy of the SPP Booklet**

- **ONLINE** - The SPP Booklet available to view online at: <https://www.investorserve.com.au/>
- **PAPER** - You can request a paper copy of the SPP Booklet by contacting the Offer Information Line (as set out below)

Please note that there may be delays in the delivery of the SPP Booklet via post. To the maximum extent permitted by law, the Company assumes no liability in relation to any late delivery of the SPP Booklet and strongly encourages you to apply for the New Shares online.

**Use of funds**

The Company proposes to use the funds raised from the Placement and the SPP predominantly for the following purpose:

- to strengthen the Company's balance sheet;
- to provide additional resources for Wrkr to accelerate the MUFG Pension & Market Services (formerly Link Group) contract delivery and third party consulting group (like KPMG and Workday) opportunities;

- to provide funding to support working capital and capex for further organic growth opportunities; and
- to fund the costs associated with the Placement and SPP.

### **Eligibility criteria**

The following Wrkr shareholders are eligible to participate in the SPP:

- Shareholders who hold Wrkr Shares (in their personal capacity) and have a registered address in either Australia or New Zealand as noted on the Register as at 7.00pm (Sydney time) on the Record Date (being Friday, 16 August 2024); and
- Shareholders who are Custodians or nominees that hold Wrkr Shares on behalf of an Eligible Beneficiary, provided that the Custodian or nominee (as applicable) is not in the United States and is not acting for the account or benefit of a person in the United States,

(together, **Eligible Shareholders**) on the terms and conditions provided in the SPP Booklet.

Shareholders who hold Wrkr Shares on behalf of persons who reside outside Australia or New Zealand, are in the United States, or are acting for the account or benefit of persons in the United States, are not eligible to participate in the SPP on behalf of those persons.

### **Offer Price**

The offer price of the New Shares is \$0.0256 per New Share, which is a 20% discount to the VWAP price for Wrkr Shares calculated over the last 5-days on which sales in Wrkr Shares were recorded before announcement of the SPP.

The minimum application amount for New Shares is \$2,500 and the maximum application amount for New Shares is \$30,000.

### **Participation and scale-back**

Participation in the SPP is entirely voluntary. If you do not wish to participate in the SPP, no further action is required on your part. Please note that in such circumstances:

- you will receive no value or other benefit in respect of any New Shares to which you may have been entitled to under the SPP; and
- your percentage shareholding in the Company may be diluted as a result.

Custodians and nominees who are Eligible Shareholders may choose whether or not to extend the SPP to their Eligible Beneficiaries.

Applications may be scaled back (in whole or in part) in accordance with the scale-back policy set out in the SPP Booklet.

In such circumstances, you may be issued New Shares with a value that is less than the value of New Shares you applied for, with the difference being refunded to you (without interest).

### **Action required by accepting Eligible Shareholders**

Eligible Shareholders wishing to apply for New Shares may do so by making payment via:

- BPAY; or
- electronic funds transfer (available only for Eligible Shareholders with a registered address in New Zealand).

Instructions about how to make payment via BPAY (including your unique BPAY reference number) can be obtained online at <https://www.investorserve.com.au/> or on your enclosed personalised Application Form.

Application monies for the New Shares must be received by **5.00pm (Sydney time) on Tuesday, 10 September 2024**.

## Key dates for the SPP

Event	Date
<b>Record Date</b>	<b>7.00pm (Sydney time) Friday, 16 August 2024</b>
Opening Date for applications	Tuesday, 27 August 2024
<b>Closing Date for applications</b>	<b>5.00pm (Sydney time) Tuesday, 10 September 2024</b>
Results of SPP announced	Thursday, 12 September 2024
Issue of New Shares	Friday, 13 September 2024
New Shares commence trading on ASX	Monday, 16 September 2024
Despatch of holding statements for New Shares	Monday, 16 September 2024

*This timetable is indicative only and subject to change. Wrkr reserves the right to alter the dates above at its discretion, subject to the Listing Rules and Corporations Act.*

## Enquiries and further information

If you have any questions in relation to the SPP, please call the Offer Information Line on:

**1300 737 760** (within Australia)


**+61 2 9290 9600** (outside of Australia)

Monday to Friday, 9.00am to 5.00pm (Sydney time)

Or email any questions to [corporateactions@boardroomlimited.com.au](mailto:corporateactions@boardroomlimited.com.au)

On behalf of the Company, I thank you for your ongoing support.

Yours faithfully,



**Emma Dobson**  
Chair

Wrkr Limited

## IMPORTANT NOTICE AND DISCLAIMER

The SPP is being made by Wrkr in accordance with *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*, meaning that no prospectus or other disclosure document will be prepared in relation to the SPP.

This letter is not a prospectus, product disclosure statement or offering document under Australian law or under any other law. No action has been or will be taken to register, qualify or otherwise permit a public offering of New Shares in any jurisdiction outside Australia and New Zealand. This letter is for information purposes only and does not constitute or form part of an offer, invitation, solicitation, advice or recommendation with respect to the issue, purchase or sale of any New Shares.

The provision of this letter is not, and should not be considered as, financial product, legal, taxation or other advice. The information in this letter is general information only and does not take into account your individual objectives, taxation position, financial situation or other particular needs. If you are unsure of your position, please contact your accountant, tax advisor, stockbroker or other professional adviser.

This letter does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or in any other jurisdiction in which, or to any person to whom, such an offer would be illegal. The offer and sale of New Shares has not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the **U.S. Securities Act**), or the securities laws of any state or other jurisdiction of the United States. Accordingly, no New Shares may be offered or sold, directly or indirectly, in the United States or to any person acting for the account or benefit of a person in the United States (to the extent such person is acting for the account or benefit of a person in the United States). The New Shares to be offered and sold in the SPP may only be offered and sold to Eligible Shareholders in Australia and New Zealand in "offshore transactions" (as defined in Rule 902(h) under the U.S. Securities Act) in reliance on Regulation S under the U.S. Securities Act.

**Wrkr Ltd**  
**ACN 611 202 414**

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Share Purchase Plan Offer Booklet

*This Booklet is not for release or distribution in the United States or, except with the consent of Wrkr Ltd, elsewhere outside Australia and New Zealand.*

## Wrkr Ltd ACN 611 202 414 (ASX:WRK)

### Share Purchase Plan (SPP) Offer Booklet

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#### YOU SHOULD READ THIS BOOKLET IN FULL

As announced to ASX on Monday, 19 August 2024, Wrkr Ltd ACN 611 202 414 (ASX:WRK) (**Wrkr**) is offering each eligible shareholder the opportunity to participate in the Share Purchase Plan (**SPP**) offer by applying for up to \$30,000 of fully paid ordinary shares in Wrkr (**New Shares**) without incurring brokerage or transaction costs.

New Shares issued under the SPP are intended to be issued on Friday, 13 September 2024 (**Issue Date**) and will rank equally with existing fully paid ordinary shares in Wrkr (**Wrkr Shares**) and carry the same voting rights and other entitlements. The New Shares are expected to commence trading on ASX on Monday, 16 September 2024.

Participation in the SPP is only open to holders of fully paid ordinary Wrkr Shares at 7.00pm (Sydney time) on Friday, 16 August 2024 and whose address on the share register is in Australia or New Zealand. The SPP is also being extended to eligible shareholders of Wrkr who are custodians to participate in the SPP on behalf of eligible beneficiaries on the terms and conditions set out in this Booklet.

Further details of the SPP are set out in the attached documents.

#### This is an important document that requires your attention.

In particular, if you participate in the SPP, you are accepting the risk that the market price of Wrkr Shares may change between the date on which you make your application and the Issue Date. This means there is a risk that the market price of Wrkr Shares at the time the New Shares are issued may be less than the Offer Price (defined below).

Wrkr recommends that you seek independent advice from your financial or other professional advisors regarding your participation in the SPP.

#### Key SPP dates\*

Event	Date
Record Date	7.00pm (Sydney time) Friday, 16 August 2024
Announcement Date	Monday, 19 August 2024
Settlement of new Wrkr Shares issued under Placement	Thursday, 22 August 2024
Allotment of new Wrkr Shares issued under the Placement and new Wrkr Shares issued on conversion of the Convertible Notes	Friday, 23 August 2024
Normal trading of new Wrkr Shares issued under Placement and new Wrkr Shares issued on conversion of the Convertible Notes	Monday, 26 August 2024
Opening Date	Tuesday, 27 August 2024
Dispatch of SPP Booklet and Application Form to Eligible Shareholders	Tuesday, 27 August 2024
Closing Date	5.00pm (Sydney time) Tuesday, 10 September 2024
Announcement of results of SPP	Thursday, 12 September 2024
Issue Date for New Shares	Friday, 13 September 2024
New Shares commence trading on ASX	Monday, 16 September 2024

*\*Wrkr reserves the right to vary any of the above indicative dates other than the Record Date.*

## Important notice

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This Booklet contains important information. You should read it carefully and in its entirety.

The offer of New Shares under the SPP is made in accordance with *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* (Australia), which grants relief from the requirement to issue a disclosure document for the SPP. This Booklet is not a prospectus or other disclosure document under Chapter 6D of the *Corporations Act 2001* (Cth) (**Corporations Act**) and will not be lodged with ASIC or any other foreign regulator.

If you have any questions in relation to how to participate in the SPP, please contact Boardroom Services on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) between 9.00am and 5.00pm (Sydney time) Monday to Friday or email any questions to [corporateactions@boardroomlimited.com.au](mailto:corporateactions@boardroomlimited.com.au).

This Booklet has been prepared for informational purposes only and does not constitute or provide financial advice or a recommendation in relation to any investments or securities. It has been prepared without taking into account your particular objectives, financial situation or needs. You should consider the appropriateness of participating in the SPP having regard to your investment objectives, financial situation or particular needs. You should not rely on it to make investment decisions. This Booklet contains general factual information only and has not been independently verified. Any opinions or information expressed in this Booklet are subject to change without notice. If you are in any doubt about whether to participate in the SPP, you should seek advice from your financial, taxation or other professional advisor before participating.

If you apply for New Shares under the SPP, there is a risk that the market price of Wrkr Shares may change between the date you apply for New Shares and the date when the New Shares are issued to you under the SPP. This means there is a risk that the market price of Wrkr Shares at the time the New Shares are issued may be less than the Offer Price. By applying for New Shares under the SPP, you will be acknowledging and accepting this risk.

The laws of some countries prohibit or make impracticable participation in the SPP by certain overseas Wrkr shareholders. Shareholders who are not resident in Australia or New Zealand will not be able to participate in the SPP. The SPP does not constitute an offer of New Shares for sale in any other jurisdiction.

### New Zealand

The New Shares under the SPP are not being offered or sold to the public in New Zealand other than to existing shareholders of Wrkr with registered addresses in New Zealand to whom the offer of New Shares under the SPP is being made in reliance on the *Financial Markets Conduct Act 2013* (New Zealand) and the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2021* (New Zealand).

This Booklet has not been registered, filed or approved by any New Zealand regulatory authority. This Booklet is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

### Important information for holders of Wrkr Shares outside Australia and New Zealand

This Booklet does not constitute an offer of securities in any place outside Australia or New Zealand. In particular, this Booklet does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or in any jurisdiction in which such an offer would be unlawful. The New Shares have not been and will not be registered under the US Securities Act of 1933, as amended, (the **Securities Act**) or the securities laws of any state or other jurisdiction of the United States. The New Shares may not be offered, sold or otherwise transferred in the United States or to any person acting for the account or benefit of a person in the United States (to the extent such person is acting for the account or benefit of a person in the United States) except in a transaction exempt from, or not subject to, the registration requirements of the Securities Act and the applicable securities laws of any state or other jurisdiction in the United States.

Because of these legal restrictions, you must not send copies of this Booklet or any other material relating to the SPP to any person resident in the United States or elsewhere outside Australia and New Zealand.



27 August 2024

Dear Shareholder

### Invitation to participate in Share Purchase Plan

Wrkr Ltd (**Wrkr** or the **Company**) is pleased to present to eligible shareholders the opportunity to increase their investment in Wrkr through an offer of fully paid ordinary shares (**New Shares**) under a Share Purchase Plan (**SPP**).

On Monday, 19 August 2024, the Company announced a placement of new Wrkr Shares (**Placement**), the SPP and the early conversion of its existing \$3.3 million worth of convertible notes (**Convertible Notes**) on issue into new Wrkr Shares. The Company proposes to use the funds raised from the Placement and the SPP predominantly for the following purpose:

- to strengthen the Company's balance sheet;
- to provide additional resources for Wrkr to accelerate the MUFG Pension & Market Services (formerly Link Group) contract delivery and third party consulting group (like KPMG and Workday) opportunities;
- to provide funding to support working capital and capex for further organic growth opportunities; and
- to fund the costs associated with the Placement and SPP.

There are a number of shareholders in Wrkr who hold less than a marketable parcel of Wrkr Shares. The SPP also provides an opportunity for those shareholders to increase their shareholdings to marketable parcels.

### Placement

The Placement was conducted at an issue price of \$0.025 per new Wrkr Share (**Placement Price**), which represents a:

- 19.4% discount to the last close price on Wednesday, 14 August 2024 of \$0.0310;
- 21.7% discount to the 5-day volume weighted average market price (**VWAP**) of \$0.0319; and
- 20.0% discount to 30-day VWAP of \$0.0312.

The Placement resulted in the issue of approximately 264,000,000 fully paid ordinary shares, equivalent to approximately 15.0% of Wrkr's total existing issued share capital using the Company's capacity under ASX Listing Rule 7.1 and approximately 5.8% using its capacity under ASX Listing Rule 7.1A.

Morgans Corporate Limited acted as lead manager to the Placement.

The Wrkr Shares issued under the Placement are expected to settle on Thursday, 22 August 2024, be issued on Friday, 23 August 2024, and commence trading on ASX on a normal basis on Monday, 26 August 2024.



The Wrkr Shares to be issued on conversion of the Convertible Notes are expected to be issued on Friday, 23 August 2024 and commence trading on ASX on a normal basis on Monday, 26 August 2024.

### **Convertible Note conversion**

The Company and the noteholders have agreed to the early conversion of the existing \$3.3 million worth of Convertible Notes into new Wrkr Shares at the same price as the Placement Price. Wrkr has issued conversion notices to the noteholders pursuant to which the Convertible Notes will convert into 132,000,000 new Wrkr Shares on the issue date for the Placement, and the remaining interest of approximately \$87,698.63 payable under the terms of the Convertible Notes will be paid in cash.

### **SPP**

The SPP is offered exclusively to all shareholders who were recorded on Wrkr's share register as at 7:00pm (Sydney time) on Friday, 16 August 2024 with an address on the share register in Australia or New Zealand (each an **Eligible Shareholder**).

The SPP provides Eligible Shareholders with an opportunity to buy a parcel of shares in Wrkr with no brokerage or transaction costs, irrespective of their existing shareholdings, up to a maximum of \$30,000.

The offer price of the New Shares will be \$0.0256 per New Share (**Offer Price**), which is a 20% discount to the VWAP price for Wrkr Shares calculated over the last 5-days on which sales in Wrkr Shares were recorded before announcement of the SPP.

The minimum application amount for New Shares is \$2,500 and the maximum application amount for New Shares is \$30,000.

Wrkr is seeking to raise \$0.5 million under the SPP through the issue of up to approximately 19.5 million New Shares. As the SPP is not underwritten, the SPP may raise more or less than \$0.5 million. If the SPP raises more than \$0.5 million, WRKR may decide in its absolute discretion to accept applications (in whole or in part) that result in the SPP raising more than \$0.5 million.

If there is a scale back of applications, you may be allocated fewer New Shares than the number for which you applied. In such a case, you will receive a proportionate refund of your application monies (without interest).

Participation in the SPP is optional and the right to participate is not transferrable. The offer to participate in the SPP is expected to close at 5:00pm (Sydney time) on Tuesday, 10 September 2024 (unless extended or closed earlier at the discretion of the Company).

Full details on the SPP and how to participate are contained in the attached documents.

In order to apply for a parcel of New Shares, please read the attached documents carefully and follow the instructions on the enclosed application form.

If you have any questions in relation to how to participate in the SPP, please contact Boardroom on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) between 9.00am and 5.00pm (Sydney time) Monday to Friday or email any questions to [corporateactions@boardroomlimited.com.au](mailto:corporateactions@boardroomlimited.com.au).

Wrkr appreciates your continued support of our company.

Yours sincerely



**Emma Dobson**  
**Chair**

## Frequently asked questions

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### What is the Share Purchase Plan?

The Share Purchase Plan (**SPP**) provides Eligible Shareholders (defined below) with an opportunity to purchase New Shares at the Offer Price up to a maximum of \$30,000 per application, without brokerage or transaction costs.

All New Shares issued under the SPP will rank equally with existing ordinary shares in WRK (**Wrkr Shares**), including with respect to voting rights and other entitlements.

### Am I an Eligible Shareholder?

You are an Eligible Shareholder if, at 7:00pm (Sydney time) on Friday, 16 August 2024 (**Record Date**), you were registered as a holder of Wrkr Shares with an address on the share register in Australia or New Zealand (each a **Eligible Shareholder**).

### What is the Offer Price of the New Shares?

The offer price of the New Shares will be \$0.0256 per New Share, which is a 20% discount to the VWAP price for Wrkr Shares calculated over the last 5-days on which sales in Wrkr Shares were recorded before announcement of the SPP.

There is a risk that the market price of Wrkr Shares may rise or fall between the date of this offer and the date on which the New Shares are allotted under the SPP. The Offer Price may therefore be higher, equal to or lower than the price at which Wrkr Shares are trading on the ASX at the time the New Shares are allotted under the SPP.

To decide if you would like to participate in the SPP, Wrkr recommends you seek professional investment advice from your financial adviser or other professional adviser, and you monitor the market price of Wrkr Shares (which is quoted on the ASX website at <https://www2.asx.com.au>).

### How many New Shares can I apply for under the SPP?

Each Eligible Shareholder is entitled to apply for a parcel of New Shares valued at either:

Application Amount	New Shares
\$2,500.00	97,656
\$5,000.00	195,312
\$10,000.00	390,625
\$15,000.00	585,937
\$20,000.00	781,250
\$25,000.00	976,562
\$30,000.00	1,171,875

regardless of the number of Wrkr Shares that the Eligible Shareholder owns as at the Record Date.

If Wrkr receives an application for New Shares (**Application**) for an amount that does not equal one of the amounts specified above, Wrkr may either:

- reject the Application and refund in full the Application money (without interest) to the Eligible Shareholder; or
- apply the dollar amount of the payment to the highest designated parcel that is less than the amount of the payment and refund the excess Application money (greater than \$2.00 and without interest) to the Eligible Shareholder.

If an Eligible Shareholder holds Wrkr Shares in more than one capacity (e.g. as both a joint holder and a sole holder), then the maximum amount that Eligible Shareholder can apply for under the SPP in all capacities is an aggregate of \$30,000.

By applying for New Shares under the SPP, you will have agreed to be bound by the terms and conditions of the SPP set out in the attached terms and conditions and the personalised application form (**Application Form**).

### **Can I transfer my rights under the SPP?**

The offer made under the SPP is non-renounceable and therefore you cannot transfer your right to apply for New Shares under the SPP to another person.

### **How do I apply for New Shares under the SPP?**

If you wish to participate in the SPP, you must follow the instructions set out in the Application Form and make payment by BPAY®, electronic funds transfer (**EFT**) or cheque.

In order to pay by:

- BPAY® or EFT, you must have an Australian bank account enabled for this purpose. Shareholders wishing to pay by BPAY® or EFT must use the customer reference number shown on the Application Form which is required to identify your individual holding. When making a BPAY® or EFT payment, you are not required to return your Application Form; or
- cheque, complete and return your Application Form, together with payment via cheque.

You should ensure that your payment by BPAY®, EFT or cheque (with your Application Form) is received by no later than 5:00pm (Sydney time) on Tuesday, 10 September 2024.

An Application cannot be withdrawn or revoked once payment has been received.

### **How much is Wrkr seeking to raise?**

There is no minimum amount that Wrkr is seeking to raise under the SPP. However, if the total value of Applications received is more than \$0.5 million, Wrkr may increase the size of the SPP offer or may undertake a scale back (see below). No Eligible Shareholder will be entitled to apply for more than \$30,000 worth of New Shares.

The Board of Directors of Wrkr advises that it will have discretion to accept any oversubscriptions provided that the total number of New Shares issued under the SPP does not exceed a maximum of 30% of the issued capital of Wrkr.

### **Will I receive the full amount that I apply for?**

Wrkr has a discretion as to the amount raised under the SPP, and this includes reserving the right to increase the size of the SPP offer or to scale back.

If the total value of Applications received under the SPP is greater than \$0.50 million, Wrkr may increase the size of the SPP offer. Alternatively Wrkr may scale back the number of New Shares that will be allotted under the SPP and you may be allocated fewer New Shares than the number for which you applied. In such a case, you will receive a proportionate refund of your Application monies (without interest).

If a scale back is undertaken, Applications received in excess of \$0.50 million will be scaled back on an equitable basis with all applicants scaled back pro-rata to their existing Wrkr shareholding. The indicative cap has been determined by Wrkr in consultation with its advisors having regard to the conversion of the Convertible Notes and the composition of Wrkr's share register. The Board of Directors of Wrkr will use its discretion to accept any oversubscriptions.

Wrkr will announce any increase to the size of the SPP offer or scale back to ASX.

**How long does the SPP remain open?**

The SPP opens on Tuesday, 27 August 2024 and is expected to close at 5:00pm (Sydney time) on Tuesday, 10 September 2024.

If you wish to participate, you should ensure that your payment by BPAY®, EFT or cheque (your Application Form) is received by Wrkr's share registry, Boardroom, by no later than 5:00pm (Sydney time) on Tuesday, 10 September 2024.

**Is participation in the SPP mandatory?**

Participation in the SPP is voluntary. Before participating in the SPP and applying for New Shares, Wrkr recommends that you seek independent advice from your financial or other professional advisors.

**Is the SPP underwritten?**

No, the SPP is not underwritten.

**Further assistance**

If you have any questions in relation to the SPP, please contact your financial or other professional advisors.

If you have any questions in relation to how to participate in the SPP, please contact Boardroom on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) between 9.00am and 5.00pm (Sydney time) Monday to Friday or email any questions to [corporateactions@boardroomlimited.com.au](mailto:corporateactions@boardroomlimited.com.au).

## SPP Terms and Conditions

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### Purpose

The purpose of the Share Purchase Plan (**SPP**) is to offer existing shareholders of Wrkr Ltd ACN 611 202 414 (**Wrkr**) the opportunity to acquire additional fully paid ordinary shares in Wrkr (**New Shares**) up to a maximum value of \$30,000 at the Offer Price, without the need to pay brokerage or transaction costs and without the need for Wrkr to issue a prospectus.

This Booklet sets out the terms and conditions of the offer under the SPP.

### Shareholder eligibility to participate

Participation in the SPP is only open to each person registered as a holder of ordinary shares in Wrkr (**Wrkr Shares**) at 7:00pm (Sydney time) on Friday, 16 August 2024 (**Record Date**), who has an address on the share register in Australia or New Zealand (each an **Eligible Shareholder**).

Due to foreign securities laws, it is not practical for shareholders who are resident in countries other than Australia or New Zealand to participate in the SPP.

Participation in the SPP is optional and is subject to these terms and conditions. Offers made under the SPP are non-renounceable meaning that Eligible Shareholders may not transfer their rights to New Shares offered under the SPP.

Joint shareholders are taken to be a single registered holding for the purpose of the SPP, and the joint holders are entitled to participate in the SPP in respect of that single holding only. If the same joint holders receive more than one offer under the SPP, those joint holders may only apply for an aggregate maximum parcel of shares (i.e. \$30,000) between any joint or individual holdings.

If an Eligible Shareholder is a "Custodian" (as defined in *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* (Australia)) (**Custodian**) and is the registered holder of Wrkr Shares on behalf of one or more persons who have a registered address in either Australia or New Zealand and who is not in the United States and is not acting for the account or benefit of a person in the United States (each an **Eligible Beneficiary**), the offer is made to that Eligible Shareholder and it has the discretion whether to extend the offer to the Eligible Beneficiaries. Custodians must complete and submit a certificate that certifies the matters required by paragraph 8(3) of *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* (Australia) (**Custodian Certificate**) when making an application for New Shares (**Application**) on behalf of Eligible Beneficiaries. To request a Custodian Certificate please email [corporateactions@boardroomlimited.com.au](mailto:corporateactions@boardroomlimited.com.au). Applications received from Custodians must be accompanied by a duly completed and signed Custodian Certificate. Applications that are not accompanied by a duly completed Custodian Certificate will be rejected.

If an Eligible Shareholder holds Wrkr Shares as a trustee or nominee for another person, but is not a Custodian, that Eligible Shareholder cannot participate for the beneficiaries of that trust in the manner described above. In this case, the rules for multiple single holders apply.

By electing to participate in the SPP and submitting a duly completed Application Form, an Eligible Shareholder is deemed to have certified that the aggregated maximum amount subscribed for under the SPP does not exceed \$30,000. Furthermore, Eligible Shareholders are also deemed to have confirmed, in relation to all New Shares applied for by them under the SPP, that they do not make an Application for any other person in circumstances which might involve any breach of securities law of any jurisdiction other than Australia and New Zealand and have agreed to be bound by Wrkr's constitution in respect of all the New Shares issued to them under the SPP.

### Issue Price

The price of the New Shares to be issued under the SPP will be \$0.0256 per New Share, which is a 20% discount to the VWAP price for Wrkr Shares calculated over the last 5-days on which sales in Wrkr Shares were recorded before announcement of the SPP.

The market price of Wrkr Shares may rise or fall between the date of this offer and the date that New Shares are issued to Eligible Shareholders. This means that the Offer Price may be higher, equal or lower than the price of Wrkr Shares traded on ASX at the time the New Shares applied for under the SPP are issued and allotted. The market price of Wrkr Shares can be obtained from the ASX's website (<https://www2.asx.com.au>) by searching for the ASX code "WRK" in the prices search section.

#### **Application and notices**

Eligible Shareholders will each be sent a notice of offer, terms and conditions and an Application Form, inviting them to subscribe for New Shares under the SPP.

Eligible Shareholders may apply to purchase a parcel of New Shares under the SPP valued at either:

<b>Application Amount</b>	<b>New Shares</b>
\$2,500.00	97,656
\$5,000.00	195,312
\$10,000.00	390,625
\$15,000.00	585,937
\$20,000.00	781,250
\$25,000.00	976,562
\$30,000.00	1,171,875

Eligible Shareholders who wish to participate in the SPP must make payment by BPAY®, EFT or cheque in accordance with the instructions set out on the Application Form.

Applications under the SPP offer will not be accepted unless received by Wrkr's share registry, Boardroom, by no later than 5:00pm (Sydney time) on Tuesday, 10 September 2024 (**Closing Date**).

Any Applications for less than \$2,500 will be returned (without interest).

Oversubscriptions or refunds (greater than \$2.00) will be returned without interest by direct credit to the shareholder's bank account recorded on their shareholding or by cheque to the shareholder's registered address on Wrkr's share register.

#### **Acknowledgements**

By returning a completed Application Form and providing payment by cheque or making a payment by BPAY® or EFT, you:

- (a) are deemed to have accepted the SPP offer and you irrevocably and unconditionally agree to the terms and conditions of the SPP set out in this Booklet and the terms and conditions of the Application Form and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the SPP;
- (b) warrant that all details and statements in your Application are true and complete and not misleading;
- (c) agree that your Application will be irrevocable and unconditional (that is, it cannot be withdrawn);
- (d) agree that your Application is only effective when received by Wrkr's share registry, and not when it is posted;
- (e) warrant that you are an Eligible Shareholder and eligible to lawfully participate in the SPP and apply for the New Shares, in each case in accordance with these terms and conditions as well as any applicable laws;
- (f) acknowledge that no interest will be paid on any Application monies held pending the issue of New Shares or subsequently refunded to you for any reason;
- (g) acknowledge that Wrkr and its officers and agents are not liable for any consequence of the

exercise or non-exercise of its discretions referred to in these terms and conditions;

(h) agree to pay the Offer Price per New Share up to the maximum value of your payment by BPAY®, EFT or cheque;

(i) acknowledge and agree that:

- (i) you are not in the United States and are not acting for the account or benefit of a person in the United States;
- (ii) the New Shares have not been, and will not be, registered under the *United States Securities Act of 1933*, as amended (**US Securities Act**) or the securities laws of any state or other jurisdiction of the United States, and accordingly, the New Shares may not be offered, sold or otherwise transferred without registration under the US Securities Act unless the New Shares are offered, sold or otherwise transferred in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act, and the securities laws of any state or other jurisdiction in the United States;
- (iii) you have not, and will not, send this Booklet or any materials relating to the SPP to any person in the United States or to any person located in any other country outside Australia and New Zealand;
- (iv) if in the future you decide to sell or otherwise transfer the New Shares, you will only do so in the regular way for transactions on the ASX where neither you nor any person acting on your behalf know, or have reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States; and
- (v) if you are acting as a trustee, nominee or Custodian, each beneficial holder on whose behalf you are participating is a resident in Australia or New Zealand, and you have not sent this Booklet, or any materials relating to the SPP, to any person outside Australia and New Zealand;

(i) if you are applying on your own behalf (and not as a Custodian), acknowledge and agree that:

- (i) you are not applying for New Shares for which Application monies of more than \$30,000 are payable under the SPP (including by instructing a Custodian to acquire New Shares on your behalf under the SPP);
- (ii) the total Application monies payable for the following does not exceed \$30,000:
  - (A) the New Shares the subject of the Application;
  - (B) any other Wrkr Shares issued to you under a SPP or any similar arrangement in the 12 months before the Application;
  - (C) any other New Shares which you have instructed a Custodian to acquire on your behalf under the SPP; and
  - (D) any other Wrkr Shares issued to a Custodian in the 12 months before the Application as a result of an instruction given by you to the Custodian to apply for Wrkr Shares on your behalf under an arrangement similar to the SPP,

even though you may have received more than one offer under the SPP or received offers in more than one capacity under the SPP;

(j) if you are a Custodian and are applying for New Shares on behalf of an Eligible Beneficiary on whose behalf you hold Wrkr Shares, acknowledge and agree that:

- (i) you are a Custodian (as that term is defined in *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* (Australia));
- (ii) you held Wrkr Shares on behalf of the Eligible Beneficiary as at the Record Date who has instructed you to apply for New Shares on their behalf under the SPP and that the Eligible Beneficiary has been given a copy of this Booklet;
- (iii) you are not applying for New Shares on behalf of any Eligible Beneficiary for which Application monies of more than \$30,000 are payable under the SPP;

- (iv) your Application will not be accepted unless you duly complete and submit a Custodian Certificate; and
- (v) the information in the Custodian Certificate submitted with your Application Form is true, correct and not misleading;
- (k) accept the risk associated with any refund that may be dispatched to you by cheque to your address shown on Wrkr's share register;
- (l) agree to be bound by the constitution of Wrkr (as it may be amended from time to time in the future);
- (m) acknowledge that none of Wrkr, its officers, advisors or agents, has provided you with any financial product or investment advice or taxation or other advice in relation to the SPP, or has any obligation to provide such advice;
- (n) acknowledge that Wrkr may at any time irrevocably determine that your Application is valid, in accordance with the terms and conditions of the SPP set out in this Booklet; and
- (o) authorise Wrkr, and its officers and agents, to correct minor or easily rectified errors in, or omissions from, your Application Form and to complete the Application Form by the insertion of any missing minor detail.

#### **Discretion to scale back or increase the size of the offer**

Wrkr may in its absolute discretion increase the size of the SPP offer or undertake a scale back to the extent and in the manner it sees fit. If the total value of Applications received under the SPP is greater than \$0.50 million, WRK may increase the size of the SPP offer or scale back the number of New Shares that will be allotted under the SPP. If a scale back is undertaken, Applications received in excess of \$0.50 million will be scaled back on an equitable basis with all applicants scaled back pro-rata to their existing Wrkr shareholding. The indicative cap has been determined by Wrkr in consultation with its advisors having regard to the conversion of the Convertible Notes and the composition of Wrkr's share register. Any scale back or increase to the size of the SPP offer will be announced on Thursday, 12 September 2024.

Accordingly, if Wrkr undertakes a scale back you may not receive the full amount or any of the New Shares for which you have applied. If this is the case, the difference between the Application monies received, and the number of New Shares issued to you multiplied by the Offer Price, will be refunded to you (without interest) by cheque forwarded to your address on Wrkr's share register. If the scale back produces a fractional number of New Shares when applied to a parcel of New Shares, the number of New Shares allocated will be rounded down to the nearest whole number of New Shares.

#### **New Shares issued under the SPP**

New Shares issued under the SPP will rank equally in all respects with all other Wrkr Shares from the Issue Date.

#### **Modification and termination of the SPP**

Wrkr may modify or terminate the SPP at any time.

Wrkr will notify ASX of any modification to, or termination of the SPP. The omission to give notice of any modification to, or termination of, the SPP or the failure of ASX to receive such notice will not invalidate that modification or termination.

#### **Dispute resolution**

Wrkr may settle in any manner it thinks fit (acting reasonably), any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any participant or Application, and the decision of Wrkr will be conclusive and binding on all participants and other persons to whom the determination relates.

Wrkr reserves the right to waive strict compliance with any provision of these terms and conditions. The powers of Wrkr under these terms and conditions may be exercised by the Board of Directors of Wrkr or any delegate of the Directors of Wrkr in their sole and absolute discretion (acting reasonably).



**ASIC Relief**

This offer of New Shares under the SPP is made in accordance with the relief granted under *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* (Australia). This ASIC instrument grants relief from the requirement to prepare a prospectus for the offer of New Shares under the SPP.

**Contact Details**

If Eligible Shareholders have any questions regarding the SPP or how to deal with this offer, they should contact their professional advisors or stockbrokers.

If Eligible Shareholders have any questions in relation to how to participate in the SPP, they may contact Boardroom on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) between 9.00am and 5.00pm (Sydney time) Monday to Friday or email any questions to [corporateactions@boardroomlimited.com.au](mailto:corporateactions@boardroomlimited.com.au).

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# Share Purchase Plan (SPP) - Application Form

**NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES**

ACN 611 202 414

## All Registry communications to:

**Telephone:** 1300 737 760 (callers within Australia) or

+61 2 9290 9600 (callers outside Australia)

**Facsimile:** (02) 9279 0664

**Email:** [corporateactions@boardroomlimited.com.au](mailto:corporateactions@boardroomlimited.com.au)

**ASX Code:** WRK

**Website:** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)

**SRN/HIN:**

**Record Date:** 7:00pm (Sydney time) Friday,  
16 August 2024

**Opening Date:** Tuesday, 27 August 2024

**Closing Date:** 5:00pm (Sydney time)  
Tuesday, 10 September 2024

This is an important document which requires your immediate attention. If you are in any doubt as to how to deal with this document, please contact an appropriate professional adviser. Terms not defined in this Application Form have the meaning given in the booklet issued in relation to the SPP (**Booklet**) which accompanies this Application Form.

## A Offer Details

Under the SPP, Eligible Shareholders are entitled to apply to purchase a parcel of Wrkr Limited shares (**Shares**) without brokerage, commissions or other transaction costs with a minimum application amount of A\$2,500 and a maximum application amount of A\$30,000.

Before applying for Shares you should:

- Carefully read the Booklet accompanying this Application Form and the 'Applicant's Certification and Acknowledgments' and 'Important Information' on the back of this Application Form.
- Decide on the amount you wish to apply for.
- Pay for the Shares in accordance with the instructions outlined below and in the terms, and further important instructions on the reverse of this form. Payments must be made in Australian dollars.

If you are a custodian, trustee or nominee within the definition of 'custodian' (as defined in paragraph 4 of *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (Custodian)*, you must complete and return this Application Form together with the Custodian Certificate referred to in Section E of this Application Form.

If you do not wish to subscribe for Shares under the SPP, there is no need to take any action.

## B Parcel Choice

Eligible Shareholders can apply to purchase a parcel of WRK Shares in the following amounts:

☐ **Parcel A**  
A\$2,500

☐ **Parcel B**  
A\$5,000

☐ **Parcel C**  
A\$10,000

☐ **Parcel D**  
A\$15,000

☐ **Parcel E**  
A\$20,000

☐ **Parcel F**  
A\$25,000

☐ **Parcel G**  
A\$30,000

Payment may only be made by BPAY® or cheque, and in Australian dollars. If you have any issues with making payment via BPAY®, please contact the Registry using the details at the top of this form.

### Payment via BPAY®



Billers Code:

Customer Reference Number  
CRN:

### Telephone and Internet Banking - BPAY®

Contact your bank, credit union or building society to make this payment from your cheque or savings account.

- To pay via BPAY® please contact your participating financial institution.
- When paying by BPAY® you do **NOT** need to complete or return this Application Form. BPAY® payments must be received by the Registry by 5:00pm (Sydney time) on Tuesday, 10 September 2024. You should check the processing cut-off time for BPAY® transactions with your bank, credit union or building society to ensure your payment will be

received by the Registry by the close of the offer. By paying by BPAY®, you will be deemed to have completed an Application Form for the number of Shares the subject of your application payment.

- Please ensure you pay the correct amount. If your BPAY® payment:
  - o is an amount less than A\$2,500, Wrkr Limited may at its discretion reject your application for Shares and refund your application money in full (without interest); or
  - o does not result in an exact number of Shares to be issued, the number of Shares to be issued to you will be rounded down to the nearest whole Share.

#### Payment by cheque

- If paying by cheque, you must complete this Application Form and submit it together with your cheque.
- Only cheques in Australian dollars and drawn on a bank or financial institution in Australia will be accepted.
- Your cheque must be made payable to 'Wrkr Limited' and crossed 'Not Negotiable'.
- Make sure you send your completed Application Form and cheque allowing enough time for mail delivery so the Registry receives them no later than 5:00pm (Sydney time) on Tuesday, 10 September 2024.

## D

Appl

By completing and returning this Application Form with your cheque to the Registry or by making a BPAY® payment, you:

- represent and warrant that you have read and understood the Booklet and that you acknowledge the matters, and make the representations, warranties and certifications, in relation to your application under the SPP, including as to your eligibility to participate in the SPP; and
- provide your authorisation to be registered as the holder of the Shares acquired by you and agree to be bound by the constitution of Wrkr Limited.

#### NO SIGNATURE IS REQUIRED ON THIS FORM

#### THIS OFFER IS NON-RENOUNCEABLE

BPAY® payments must be received no later than **5:00pm (Sydney time) on Tuesday, 10 September 2024.**

Application Forms and accompanying cheques must be received no later than **5:00pm (Sydney time) on Tuesday, 10 September 2024** at:

#### MAILING ADDRESS

Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001

#### DELIVERY ADDRESS

Boardroom Pty Limited  
Level 8, 210 George Street  
Sydney NSW 2000

## E Information for Custodians

If you are a Custodian, trustee or nominee within the definition of "custodian" in *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* you must complete and submit this Application Form and a Custodian Certificate that contains additional certifications and details that must be provided before your application will be received. Custodians can make payment by BPAY®. Please contact the Registry on 1300 737 760 (callers within Australia) or +61 2 9290 9600 (callers outside Australia) to obtain a copy of the Custodian Certificate. Applications received from Custodians that are not accompanied by the Custodian Certificate will be rejected.

## F Important information

**Disclaimer:** The Booklet and this Application Form do not constitute an offer of Shares in any place outside Australia and New Zealand. In particular, the Booklet and this Application Form do not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States or in any jurisdiction in which such an offer would be illegal. The new Shares have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or the securities laws of any state or other jurisdiction of the United States. Accordingly, the new Shares may not be offered or sold in the United States and may only be offered and sold outside the United States in "offshore transactions" (as defined in Rule 902(h) under the U.S. Securities Act) in reliance on Regulation S under the U.S. Securities Act. By accepting the new Shares and submitting an Application Form or otherwise applying for new Shares, you represent and warrant that you are not in the United States, and are not acting for the account or benefit of a person in the United States (or in the event that you are acting for the account or benefit of a person in the United States, you are not applying for, or acquiring, any new Shares for the account or benefit of that person).

1. The SPP is being made to Eligible Shareholders in Australia and New Zealand only. You may only participate in the SPP if your address in the share register of Wrkr Limited is in Australia or New Zealand as at the Record Date on 7:00pm (Sydney time) on Friday, 16 August 2024. Please refer to the Booklet for further information on eligibility requirements.
2. If you do not wish to participate in the SPP, no action is required on your part.
3. This SPP is non-renounceable meaning that you cannot transfer your right to purchase Shares to another person. Applications can only be accepted in the name printed on the Application Form.
4. For applicants that are not required to complete the Custodian Certificate, by making payment by BPAY®, you certify that the aggregate of the application payment paid by you:
  - by BPAY® payment; and
  - for any other Shares applied for by you, or which you have instructed a Custodian to acquire on your behalf under the SPP or any other similar arrangement in the 12 months prior to the date of payment by BPAY®, does not exceed A\$30,000.
5. Wrkr Limited reserves the right to make amendments to the SPP offer, including the Booklet and this Application Form, in its discretion.
6. Eligible Shareholders who wish to participate in the SPP and are unable to make payment via BPAY®, should contact the Registry.
7. Wrkr Limited may decide to scale back applications for Shares under the SPP if the aggregate amount applied for under the SPP exceeds its requirements. If this occurs, you may be allocated fewer Shares than the parcel of Shares for which you have applied. If a scale back is applied, it is Wrkr Limited's intention that the scale back will be applied having regard to the pro rata existing shareholding of Eligible Shareholders.
8. For details including the basis on which your personal information is collected, the primary purposes for which your collected information will be used, the parties to which your personal information may be disclosed, the manner in which you can gain access to your personal information and how the Registry handles privacy complaints, please see Boardroom Pty Ltd's Privacy Policy at [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au) or contact the Registry by telephone on 1300 737 760 (callers within Australia) or +61 2 9290 9600 (callers outside Australia), by facsimile on (02) 9279 0664 or by email to [corporateactions@boardroomlimited.com.au](mailto:corporateactions@boardroomlimited.com.au), 9.00am–5.00pm (Sydney time) Monday to Friday (excluding public holidays).