

ASX Announcement

5 August 2019

**ASX ANNOUNCEMENT
(ASX:WNR)****SALE OF UNMARKETABLE PARCELS****UNMARKETABLE PARCEL (SMALL HOLDING) SALE PLAN**

The Board of Wingara AG Limited ("WNR" or "the Company") is pleased to announce that it has established a share sale plan for the sale of parcels of shares with a value of less than \$500 as at the close of trade on ASX on 31 July 2019 ("the Record Date").

The closing price of WNR shares on ASX on the Record Date was \$0.30 (30 cents). An unmarketable parcel for the purposes of the share sale plan is any holding of 1,666 or fewer shares.

As at the Record Date, 858 of the Company's 1,266 holdings of shares in the register of members were unmarketable parcels, being a total of 67,821 shares (approximately 0.065% of the Company's issued fully paid ordinary shares).

WNR expects the sale of unmarketable parcels to reduce its administrative costs associated with maintaining a large number of small shareholdings. Also, holders of small shareholdings will not be required to pay brokerage or other costs associated with the sale.

Under the share sale plan, shares of holders of unmarketable parcels will be sold at a price or prices that is or are at least the average of the daily Volume Weighted Average Price of WNR shares on the ASX for each of the last ten ASX trading days immediately before the date that the offer to purchase the shares was received. Shaw and Partners Limited [AFSL 236 048] has agreed to act as broker for the Company in respect of sales made under the share sale plan.

Each shareholder whose unmarketable parcel of shares is sold will be paid their proportionate share of the sale proceeds for all shares sold under the share sale plan. As stated, WNR will pay all brokerage and other costs associated with the sale process. WNR will advise those shareholders once funds from the sale have been received and may request instructions in respect of how the funds are to be dealt with. Any tax consequences from the sale will be the respective shareholder's responsibility.

Attached is a copy of a letter, information notes and the form of the Notice of Retention of Shares which the Company sent today to all shareholders who held unmarketable parcels on the Record Date.

For further information contact:

Roger Prezens
Director of Investor Relations and Investment
Ph: +61 (0) 408 520 008

About Wingara AG Limited:

Wingara AG Limited aims to be the leader in the sale of agricultural products to the domestic and international markets, particularly focusing on the export of hay products to Asia. By adhering to the highest standards of production we ensure a reliable source of hay to our clients, enabling them to meet their business demands confident in the quality of our product.

We are also dedicated to supporting local producers and our commitment to providing an equitable relationship with Australian farmers allows us to source the best product available. Wingara is committed to ensuring we uphold the highest standards of integrity throughout the organisation, ensuring that we create an environment in which individuals continue to strive to meet our goals.

Forward-Looking Statements:

Certain statements made in this release are forward-looking statements and are based on Wingara AG's current expectations, estimates and projections. Words such as "anticipates," "expects," "intends," "plans," "believes," "seeks," "estimates," "guidance" and similar expressions are intended to identify forward-looking statements. Although Wingara AG believes the forward-looking statements are based on reasonable assumptions, they are subject to certain risks and uncertainties, some of which are beyond Wingara AG's control, including those risks or uncertainties inherent in the process of both developing and commercialising technology. As a result, actual results could materially differ from those expressed or forecasted in the forward-looking statements. The forward-looking statements made in this release relate only to events as of the date on which the statements are made. Wingara AG will not undertake any obligation to release publicly any revisions or updates to these forward-looking statements to reflect events, circumstances or unanticipated events occurring after the date of this release except as required by law or by any appropriate regulatory authority.

Wingara AG Limited

ABN 58 009 087 469

WNR

MR SAM SAMPLE
UNIT 123
SAMPLE STREET
SAMPLETOWN NSW 2001

Return your Form to the Company's share registry:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 52
Melbourne Victoria 3001
Australia

For all enquiries:

Phone:



(within Australia) 03 9268 1157
(outside Australia) +61 3 9268 1157

Web:



www-au.computershare.com/investor

Share Retention Form



If you wish to retain your shares, your form must be received by 5:00pm (Melb time) 16 September 2019

This is an important document that requires your immediate attention. It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

Step 1: Shareholding Details

Use this form if you wish to retain your shares in Wingara AG Ltd. If you have recently bought or sold shares your shareholding may differ from that shown. If you have already sold all your shares in Wingara AG Ltd, do not complete or return this form. If you have more than one shareholding on Wingara AG Ltd's register and you do not wish to sell your shares under the Small Shareholding Sale Facility, you should consider consolidating them. For further advice on how to do this, contact Computershare Investor Services Pty Limited (CIS) on the number above.

Please check the details provided and update your address via www.investorcentre.com if any of the details are incorrect.

If you have a CHESS sponsored shareholding, please contact your Controlling Participant to notify a change of address.

Step 2: Signing Instructions

Individual: Where the shareholding is in one name, the shareholder must sign.

Joint Shareholding: Where the shareholding is in more than one name, all of the shareholders must sign.

Power of Attorney: Where signing as Power of Attorney (POA), you must attach an original certified copy of the POA to this form.

Companies: Where the shareholding is in the name of a Company, this form must be signed in accordance with the Corporations Act, either as:

- a Sole Director and Sole Company Secretary **OR** a Sole Director (if no Company Secretary exists), **OR**
- two Directors, **OR**
- a Director and Secretary.

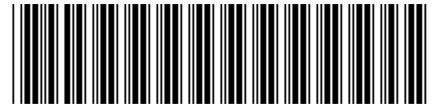
Overseas Companies: Where the shareholding is in the name of an Overseas company (companies incorporated outside Australia) the form must be signed as above, or documentation must be provided showing that the company can sign in an alternate manner.

Deceased Estate: Where the shareholding is in the name of a deceased estate, all executors must sign; and a certified copy or original, of the required documentation must accompany this form. Details of the documentation required can be found by searching "deceased estates" on our website www.computershare.com or by calling Computershare Investor Services Pty Limited on 1300 850 505 or +61 3 9415 4000. If the shareholding is in more than one name the surviving shareholder may sign the form and return it together with a certified copy of the death certificate of the other joint shareholder.

Step 3: Contact Details

Entering contact details is not compulsory, but will assist us if we need to contact you.

Turn over to complete the form ➔



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Share Retention Form

STEP 1**Shareholding Details**

MR SAM SAMPLE
UNIT 123
SAMPLE STREET
SAMPLETOWN NSW 2001



Change of address. If incorrect, mark this box and make the correction in the space to the left. Shareholders sponsored by a broker (reference number commences with 'X') should advise their broker of any changes.

Shares held as at Wednesday, 31 July 2019:

2000

For your security keep your SRN/HIN confidential.

STEP 2**Signature of Shareholder(s)**

This section must be completed.

By signing and returning this form, in accordance with the requirements set out in 'Step 2: Signing Instructions' overleaf, I/we confirm that I/we understand that my/our **SHARES WILL NOT BE SOLD** under the Small Shareholding Sale Facility.

Individual or Shareholder 1

Sole Director and Sole Company Secretary/
Sole Director (cross out titles as applicable)

Shareholder 2

Director

Shareholder 3

Director/Company Secretary
(cross out titles as applicable)

STEP 3**Contact Details**

Contact
Name

Contact
Daytime
Telephone

Date / /

Email

Address _____

Privacy Notice

The personal information you provide on this form is collected by Computershare Investor Services Pty Limited (CIS), as registrar for the securities issuers (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at <http://www.computershare.com/au>.

INFORMATION MEMORANDUM FOR THE UNMARKETABLE PARCEL SALE PLAN

This Information Memorandum has been prepared by Wingara AG Limited (**WNR or the Company**) and should be read in conjunction with the accompanying letter (of which it forms part) and personalised Notice of Retention of Shares form.

If there is any inconsistency, the personalised Notice of Retention of Shares form prevails.

1. What price will I be paid for shares sold under the plan?

The price that you receive for your shares under the plan will be determined by when and how the shares are sold. Each shareholder who sells their unmarketable parcel of shares will be paid their proportionate share of the sale proceeds for all shares sold through the plan.

Under the share sale plan, shares of holders of unmarketable parcels will be sold at a price or prices that is or are at least the average of the daily Volume Weighted Average Price of WNR shares on the ASX for each of the last ten ASX trading days immediately before the date that the offer to purchase the shares was received. Shaw and Partners Limited [AFSL 236 048] has agreed to act as broker for the Company in respect of sales made under the share sale plan. The shares may be sold on market or by private treaty.

You will not have control over the time at which your shares are sold. Subject to the minimum price, the price you receive may be different from the price quoted by ASX on any day, may not be the best price on the day that your shares are sold, and may be an average price per share based on the price obtained for all the shares sold under the plan. If the Company sells your shares other than on market, the price will be a price negotiated with the acquirer or acquirers.

You will not be required to pay brokerage or other costs associated with the sale. WNR will pay these and there will therefore be no deduction from the price you will receive for the sale of your shares.

2. What is the price of Wingara AG Limited shares?

The last sale price of WNR shares on the Record Date was \$0.30 (30 cents). The share price changes frequently and more recent prices are available from the ASX website (www.asx.com.au) under the ASX code WNR.

3. When will the proceeds from the sale of shares be sent to me?

Payment will be sent to you as soon as is practicable following settlement of the sale of all shares sold under the plan.

You will be notified by way of a transaction confirmation statement of the number of your shares sold, and the price (which may be an average) and total sale proceeds and any associated costs (including brokerage). WNR may also request your instructions in respect of how the funds to be received by you are to be dealt with.

If payment cheques are not presented, funds will be paid to ASIC as unclaimed monies in accordance with applicable laws. It would then be necessary to apply to ASIC for payment in accordance with the procedures for unclaimed monies.

4. If I buy or receive more shares, will I retain my holding?

Yes, purchases or transfers of additional shares which increases the parcel of WNR shares to more than 1,666 shares (\$500.00 as at the Record Date) means your shares will not be sold under the plan.

If you wish to retain your shares as set out above, any additional shares purchased or transferred must be registered under the same name and address and with the same holder number (SRN or HIN) as set out the accompanying your personalised Share Retention Form by 5.00pm (Melbourne time) on 16 September 2019.

Allowance should be made for the time required for completion and processing registration of the purchase or transfer.

5. What if my shares are held in a CHESS holding?

If your Shares are in a CHESS holding at 5.00pm on 16 September 2019, the Company may move those Shares to an issuer sponsored holding.

6. Where can I get further information?

If you have any questions concerning your shareholding or how the plan will work, please contact your broker or financial adviser. You may also contact David Wells of Shaw and Partners Limited on 03 92681157, Company Secretary Oliver Carton on 0412149118, or your nearest Shaw and Partners office

7. Important notes

WNR reserves the right to change any of the dates referred to in this letter by notice to the ASX.

This Information Memorandum does not constitute advice nor a recommendation to buy, sell or hold shares nor that the plan is the best way to sell WNR shares.

If you are in any doubt about what to do, you should consult your legal, financial or taxation adviser.

TERMS FOR SALE OF UNMARKETABLE PARCELS

5 August 2019

Dear Shareholder,

IMPORTANT NOTICE – SALE OF YOUR UNMARKETABLE PARCEL OF WINGARA AG LIMITED SHARES

Wingara AG Limited (**WNR** or **the Company**) has established a share sale plan (**the Plan**) for the sale of unmarketable parcels of WNR shares as at the close of trade on ASX on 31 July 2019 (**the Record Date**).

The Plan has been established under the Company's Constitution and the ASX Listing Rules.

An unmarketable parcel is a holding of fully paid ordinary shares recorded in the Company's register of members (shareholders) that has a market value on the Record Date of less than \$500.

Under the Plan, the Company will arrange for unmarketable parcels of shares to be sold at a price that is at least the average of the last sale price of WNR shares sold on ASX during a period of ten (10) trading days immediately before the date that the offer to purchase the shares was received. Shares may be sold on market or by private treaty. Each shareholder whose unmarketable parcel is sold will be paid their proportionate share of the sale proceeds for all shares sold through the Plan without deduction of brokerage or other fees. Holders of unmarketable parcels will not be required to appoint or act through a broker. WNR will advise shareholders who sell their unmarketable parcels once funds have been received and may request instructions in respect of how the funds are to be dealt with. Unless otherwise arranged, payment will be sent to you (at your last recorded address) following settlement of the sale or otherwise as soon as is practicable. Any tax consequences from the sale will be the respective shareholder's responsibility.

WNR expects the sale of unmarketable parcels to reduce the administrative costs incurred by the Company that are associated with maintaining a large number of small shareholdings. Also, holders of small shareholdings will not be required to pay brokerage or other costs associated with the sale.

Our records show that you held an unmarketable parcel based on the WNR share price of \$0.30 (30 cents) at the close of trade on ASX on the Record Date. The number of shares, and the identifying details of the holding including the identification number (HIN or SRN) are set out in the accompanying personalised Notice of Retention of Shares form. Unless you advise the Company (by 5.00pm Melbourne time on 13 September 2019, being six (6) weeks from when this letter was sent) that you **DO NOT** wish your shares to be sold, WNR intends to arrange for your shares to be sold through the Plan.

What should you do?

If you **DO NOT** wish your shares to be sold under the Plan, you must complete and return the accompanying personalised Notice of Retention of Shares form to the address on the form so that it is received by 5.00pm (Melbourne time) on 16 September 2019. Please read the instructions on your personalised Notice of Retention of Shares form carefully before completing it. If the form is not received by that time, your shares will be included in the shares to be sold under the Plan. It is your responsibility to ensure the form is received by that time. The Company and its share registry take no responsibility for lost, undelivered or delayed Notice of Retention of Shares forms.

If you want your shares to be sold through the Plan, you do not need to take any action. By refraining from taking any action, after the expiration of the time prescribed in the ASX Listing Rules and the Company's Constitution you will be deemed to have irrevocably appointed the Company as your agent:

- (a) to sell all of your shares at a price to be determined by when and how the shares are sold; and
- (b) to deal with the proceeds of the sale as set out in the attached information pack.

The constitution of the Company deems the Company to be appointed as your agents to effect transfers of your unmarketable parcel shares.

If you need help deciding what to do, or if you require information regarding the financial, legal or tax consequences of participating in the Plan you should consult your legal, financial or taxation adviser.

If you have more than one holding recorded on the WNR share register, you may wish to consider amalgamating them. If amalgamated before the due date for return of the Notice of Retention of Shares form, this may result in your amalgamated holding no longer being an unmarketable parcel. Under these circumstances or, if you return a Notice of Retention of Shares form for each holding, your shares will not be sold under the Plan.

The attached Information Memorandum, which forms part of this letter, and the personalised Notice of Retention of Shares form set out further details of the Plan and your unmarketable parcel. You should read each of them before making any decision.

If your address on your personalised Share Retention Form is incorrect or out-of-date, please update your address by contacting Computershare by telephone on 1300 850 505 or via Investor Centre at www-au.computershare.com/investor.

Yours faithfully
Wingara AG Limited



Oliver Carton
Company Secretary