

ASX Announcement
17 June 2021

Federal Court Orders and Continued Trading Halt

Wingara AG Limited ACN 009 087 469 (ASX:WNR) (**Company** or **Wingara**) refers to its announcement of 15 June 2021 and confirms that the matter was heard in the Federal Court of Australia (Victorian Registry) (**Court**) yesterday at 4:00pm (Melbourne Time).

The Company advises that the Court has granted the orders sought by the Company in relation to the appointment of its auditor and the validity of certain cleansing notices related to this (see below for details), and adjourned the balance of the Company's application in relation to the cleansing notice dated 6 September 2016 to a hearing to be held at a date to be fixed (**Second Hearing**).

As the Second Hearing date will sit outside the two-day trading halt limit, the Company has requested that its shares be placed in voluntary suspension.

This announcement has been authorised for release by the Board of the Company.

For further information please contact:

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About Wingara

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 on 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.

For further information, please visit: <http://wingaraag.com.au/>

Federal Court Orders

The Company refers to its announcement of 15 June 2021 and advises that late yesterday afternoon its application to the Federal Court of Australia was heard to rectify the administrative oversight related to the Company's inadvertent failure to seek shareholder approval for the appointment of William Buck Audit (Vic) Pty Ltd (**William Buck**) as its auditor at an Annual General Meeting and the validity of certain cleansing notices related to this, as well as in relation to a defective cleansing notice issued by the Company on 6 September 2016.

Granting of orders curing auditor appointment matters and cleansing notices

The Court made the orders in substance sought by the Company in relation to the auditor appointment matters and related cleansing notices and ordered (inter alia):

- (a) that the appointment of William Buck as auditor of the Company from 17 June 2016 to the present date is not invalid by reason of:
 - (i) the failure of the Company to comply with ss 327B(1)(b) and 327C(2) of the *Corporations Act 2001* (Cth) (**Corporations Act**) by not having such appointment made at the 2016, 2017, 2018, 2019 and 2020 annual general meetings; and
 - (ii) the failure of the Company and/or its directors to comply with ss 328A and 328B of the *Corporations Act*,and the Company is deemed to have complied with those requirements;
- (b) the Company and its current and former directors and officers are relieved from any civil liability arising out of any contravention of ss 327B(3), 328(4)(b) or 328B(2) of the *Corporations Act* by reason of:
 - (i) the failure of the Company to comply with ss 327B(1)(b) and 327C(2) of the *Corporations Act* by not having such appointment made at the 2016, 2017, 2018, 2019 and 2020 annual general meetings of the plaintiff; and
 - (ii) the failure of the Company and/or its directors to comply with ss 328A and 328B of the *Corporations Act*;
- (c) that the notices given by the Company under section 708A(5)(e) of the *Corporations Act* dated 19 February 2021, 24 August 2020, 13 August 2018, 7 March 2018, 6 March 2018, 15 March 2017 and 3 March 2017 (together, **Cleansing Notices**) were effective when given;
- (d) any offer for sale or sale of the shares referred to in the Cleansing Notices, during the period from their respective dates of issue to the date of these orders (inclusive), is not invalid for the reasons set out in the orders;
- (e) the Company and its current and former directors and officers are relieved from any civil liability arising out of any contravention of ss 707(3) and 727(1) of the *Corporations Act* in relation to the offer for sale or the sale of the shares referred to in the Cleansing Notices;

- (f) any sellers of the shares referred to in Annexure A are relieved from any civil liability arising out of any contravention of ss 707(3) and 727(1) of the Corporations Act in relation to the offer for sale or the sale of those shares in the period of 12 months from their issue; and
- (g) for a period of 28 days from the date of these orders, any person who claims to have suffered substantial injustice or is likely to suffer substantial injustice by the making of any or all of these orders has liberty to apply to vary or to discharge them within that period.

A copy of the orders accompanies this announcement.

Notices in accordance with section 708A(9)

With regard to each of the Cleansing Notices, the Company provides the following information for the purposes of section 708A(9) of the Corporations Act:

The Company acknowledges that as at the date of each of the Cleansing Notices, the Company had not complied with certain provisions of Chapter 2M as they applied to the Company. This non-compliance has now been addressed by the orders of the Federal Court of Australia made today.

The Cleansing Notices otherwise complied with section 708A(6) of the Corporations Act.

Continued Trading Halt Pending Finalisation of Court Application

As the balance of the application (in relation to the cleansing notice issued by the Company on 6 September 2016) has been adjourned to a date to be fixed, and as it will be heard at a date outside the two-day trading halt limit, the Company has requested that its shares be placed in voluntary suspension pending finalisation of the Court Application.



Federal Court of Australia

District Registry: Victoria

Division: General

No: VID317/2021

IN THE MATTER OF WINGARA AG LIMITED (ACN 009 087 469)

Plaintiff

ORDER

JUDGE: JUSTICE MOSHINSKY

DATE OF ORDER: 16 June 2021

WHERE MADE: Melbourne

THE COURT ORDERS THAT:

1. The time for service on the Australian Securities and Investments Commission (**ASIC**) by the plaintiff of the originating process and supporting affidavits be shortened to the date of filing, with such service to be effected by email by the plaintiff's solicitors.
2. The appointment of William Buck Audit (Vic) Pty Ltd (**William Buck**) as auditor for the plaintiff from 17 June 2016 to the present date is not invalid by reason of:
 - a. the failure of the plaintiff to comply with ss 327B(1)(b) and 327C(2) of the *Corporations Act 2001* (Cth) (**Corporations Act**) by not having such appointment made at the 2016, 2017, 2018, 2019 and 2020 annual general meetings of the plaintiff; and
 - b. the failure of the plaintiff and/or its directors to comply with ss 328A and 328B of the *Corporations Act*,

and the plaintiff is deemed to have complied with those requirements.

3. The plaintiff and its current and former directors and officers are relieved from any civil liability arising out of any contravention of ss 327B(3), 328(4)(b) or 328B(2) of the *Corporations Act* by reason of:
 - a. the failure of the plaintiff to comply with ss 327B(1)(b) and 327C(2) of the *Corporations Act* by not having such appointment made at the 2016, 2017, 2018, 2019 and 2020 annual general meetings of the plaintiff; and
 - b. the failure of the plaintiff and/or its directors to comply with ss 328A and 328B of the *Corporations Act*.
4. By reason of paragraph 2 above, the notices given under s 708A(5)(e) of the *Corporations Act* set out in **Annexure A** to these orders were effective when given.



5. Any offer for sale or sale of the shares referred to in **Annexure A**, during the period from their respective dates of issue to the date of these orders (inclusive), is not invalid by reason of: (i) any alleged failure of the notices given under s 708A(5)(e) of the *Corporations Act* to exempt the plaintiff and sellers from the obligation of disclosure under the *Corporations Act*; and (ii) any consequent failure by the plaintiff and sellers of the securities to comply with ss 707(3) and 727(1) of the *Corporations Act*.
6. The plaintiff and its current and former directors and officers are relieved from any civil liability arising out of any contravention of ss 707(3) and 727(1) of the *Corporations Act* in relation to the offer for sale or the sale of the shares referred to in **Annexure A**.
7. Any sellers of the shares referred to in **Annexure A** are relieved from any civil liability arising out of any contravention of ss 707(3) and 727(1) of the *Corporations Act* in relation to the offer for sale or the sale of those shares in the period of 12 months from their issue.
8. As soon as it is reasonably practicable, a sealed copy of these orders is to be served on ASIC and upon service of these orders, ASIC is to include these orders on its database.
9. As soon as it is reasonably practicable, a sealed copy of these orders is to be sent to the last known email address of each person to whom the shares referred to in **Annexure A** were issued.
10. A sealed copy of these orders is to be given to the current auditor, William Buck.
11. As soon as it is reasonably practicable, the plaintiff is to publish an announcement to the Australian Securities Exchange (**ASX**) in which a copy of these orders is included.
12. For a period of 28 days from the date of these orders, any person who claims to have suffered substantial injustice or is likely to suffer substantial injustice by the making of any or all of these orders has liberty to apply to vary or to discharge them within that period.
13. There be no orders as to costs.
14. The balance of the plaintiff's application be adjourned to a date to be fixed.

Date that entry is stamped: 16 June 2021


Registrar



ANNEXURE A

No.	Date of Issue	Security Type	Date of cleansing notice	Number issued	Basis for issue
1.	19 February 2021	FPOS	19 February 2021	213,105	Employee Share Plan
2.	24 August 2020	FPOS	24 August 2020	26,513,833	Placement
3.	13 August 2018	FPOS	13 August 2018	142,857	Placement to Director
				8,172,117	Conversion of convertible note
4.	7 March 2018	FPOS	7 March 2018	57,142	Placement
5.	6 March 2018	FPOS	6 March 2018	19,186,641	Placement
6.	15 March 2017	-	15 March 2017 – duplicate cleansing notice issued in respect of correction referred to in item 7 below.	232,001	Conversion of convertible notes
7.	3 March 2017	FPOS	6 March 2017	233,000 (but corrected on 15 March to 232,001)	Conversion of convertible notes