



whispir limited
ABN 89 097 654 656

WSP

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



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



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11.00am (AEDT) Monday, 21 November 2022.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

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Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999
SRN/HIN: I999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
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THE SAMPLE HILL
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SAMPLEVILLE VIC 3030



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



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I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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I/we being a member/s of Whispir Limited hereby appoint



the Chair
of the Meeting

OR

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Whispir Limited to be held at Dexus Place, Auditorium & Business Lounge at Level 14, 385 Bourke Street Melbourne Victoria 3000 on Wednesday, 23 November 2022 at 11.00am (AEDT) and at any adjournment or postponement of that meeting.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1 and 5 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 and 5 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

Important Note: If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Resolutions 1 and 5 by marking the appropriate box in step 2.

Step 2 Items of Business

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

| | | For | Against | Abstain |
|--------------|---|--------------------------|--------------------------|--------------------------|
| Resolution 1 | Adoption of Remuneration Report (non-binding vote) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 | Re-election of Brendan Fleiter as Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 | Election of Scott Tong as Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 4 | Change of Auditor | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 5 | Approval of issue of Performance Rights to Jeromy Wells | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 6 | Ratification of Options issued under Whispir Employee Share Ownership Plan | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 7 | Approval of issue of further securities under Whispir Employee Share Ownership Plan | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 8 | Amendment to Constitution | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

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

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Computershare





Notice of Annual General Meeting and explanatory statement

Whispir Limited

ACN 097 654 656

Date: Wednesday, 23 November 2022

Time: 11.00am (AEDT)

Place: Dexus Place, Auditorium & Business Lounge at Level 14, 385
Bourke Street Melbourne Victoria 3000

NOTICE OF 2022 ANNUAL GENERAL MEETING

NOTICE is given that the 2022 Annual General Meeting (AGM) of Whispir Limited ACN 097 654 656 (the Company) will be held at Dexu Place, Auditorium & Business Lounge at Level 14, 385 Bourke Street Melbourne Victoria 3000 on Wednesday, 23 November 2022 at 11.00am (AEDT).

BUSINESS

Shareholders are invited to consider the following items of business at the Annual General Meeting:

Ordinary Business

1. FINANCIAL AND RELATED REPORTS

| Agenda Item 1 | Financial And Related Reports |
|---------------|---|
| Description | To receive and consider the Financial Report of the Company and its controlled entities and the related Directors' and Auditor's Reports in respect of the financial year ended 30 June 2022. |

2. ADOPTION OF REMUNERATION REPORT (NON-BINDING VOTE)

| Resolution 1 | Adoption of Remuneration Report (non-binding vote) |
|-----------------------|---|
| Description | Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the 2022 Annual Report and is available from the Company's website (www.whispir.com). 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. |
| Resolution (Ordinary) | To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT the Remuneration Report for the financial year ended 30 June 2022 included in the Directors' Report of the Annual Report as required under section 300A of the Corporations Act, be adopted by the Company."</i> |
| Voting Exclusion | <p>The Company will disregard any votes cast on the resolution by or on behalf of:</p> <ul style="list-style-type: none">any KMP named in the remuneration report for the year ended 30 June 2022 and a person who will obtain a material benefit (except a benefit solely in the capacity of a holder of ordinary securities) if this Resolution is passed; orany associates of that person (or those persons), including their Closely Related Parties. <p>However, this does not apply to a vote cast on the resolution by:</p> <ul style="list-style-type: none">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; orthe 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; ora holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: |



| | |
|--|---|
| | <ul style="list-style-type: none">○ 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. |
|--|---|

3. RE-ELECTION OF BRENDAN FLEITER AS DIRECTOR

| Resolution 2 | Re-election of Brendan Fleiter as Director |
|-----------------------|--|
| Description | Brendan Fleiter retires as a director of the Company by rotation in accordance with Rule 3.6 of the Constitution of the Company and, being eligible under Rule 3.5, offers himself for re-election. |
| Resolution (Ordinary) | To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT Brendan Fleiter, retiring from office in accordance with Rule 3.6 of the Constitution, and being eligible, is re-elected as a non-executive director of the Company."</i> |
| Voting Exclusion | There is no voting exclusion for Resolution 2. |

4. ELECTION OF SCOTT TONG AS DIRECTOR

| Resolution 3 | Re-election of Scott Tong as Director |
|-----------------------|---|
| Description | Scott Tong was appointed as a director of the Company to fill a casual vacancy on 1 December 2021 in accordance with Rule 3.3. In accordance with Rule 3.3(a), Mr Tong retires as a director of the Company and offers himself for election. |
| Resolution (Ordinary) | To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT Scott Tong, retiring from office in accordance with Rule 3.3(a) of the Constitution, and being eligible, is elected as a non-executive director of the Company."</i> |
| Voting Exclusion | There is no voting exclusion for Resolution 3. |

5. APPOINTMENT OF AUDITOR

| Resolution 4 | Change of Auditor |
|-----------------------|--|
| Description | Ernst & Young is currently the Company's auditor. Following a competitive tender process, the Board has selected PricewaterhouseCoopers (PwC) to be appointed as the new auditor of the Company and its controlled entities and PwC has consented to the appointment. Under the Corporations Act, shareholder approval is required for the appointment of a new auditor. |
| Resolution (Ordinary) | To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT for the purposes of section 327B of the Corporations Act 2001 (Cth) and all other purposes, PricewaterhouseCoopers, having consented in writing to act as auditor, be appointed as the auditor of the Company and its controlled entities effective from the conclusion of this Meeting."</i> |
| Voting Exclusion | There is no voting exclusion for Resolution 4. |

6. APPROVAL OF ISSUE OF PERFORMANCE RIGHTS TO JEROMY WELLS

| Resolution 5 | Approval of issue of Performance Rights to Jeromy Wells |
|------------------------------|---|
| Description | Shareholders are asked to approve an issue of performance rights to Jeromy Wells in accordance with the equity incentive plan in place for senior executives. The Board has decided to issue 578,089 Performance Rights to Jeromy Wells under the terms of the Whispir Employee Share Ownership Plan, the terms of which have been determined by the Board and the issue is subject to shareholder approval at this AGM. |
| Resolution (Ordinary) | To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT, for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders' approval is given for the Company to grant 578,089 Performance Rights, each to acquire one ordinary fully paid Share in the Company, to Jeromy Wells, the Chief Executive Officer of the Company, on the terms set out in the accompanying Explanatory Statement."</i> |
| Voting Exclusion | The Company will disregard any votes cast in favour of this Resolution by or on behalf of: <ul style="list-style-type: none"> (a) the Directors and a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who are eligible to participate in the Whispir Employee Share Ownership Plan; or (b) an associate of those Directors. <p>However, this does not apply to a vote cast in favour of this Resolution by:</p> <ul style="list-style-type: none"> (a) a person as proxy for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution that way; or (b) 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 (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> (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. |

7. RATIFICATION OF OPTIONS ISSUED UNDER EMPLOYEE INCENTIVE PLAN

| Resolution 6 | Ratification of Options issued under Whispir Employee Share Ownership Plan |
|------------------------------|---|
| Description | Shareholders are asked to ratify the issue of Options issued under the Whispir Employee Share Ownership Plan (previously known as the Whispir Employee Option Plan) (WESOP), issued under the Company's 15% Placement Capacity in accordance with Listing Rule 7.1. |
| Resolution (Ordinary) | To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the issue by the Company of up to 2,244,000 Options (Employee Options) issued or to be issued under Listing Rule 7.1 on or around the date of this Notice in accordance with the terms and conditions set out in the Explanatory Statement."</i> |

| | |
|-------------------------|--|
| Voting Exclusion | <p>The Company will disregard any votes cast in favour of this Resolution by or on behalf of:</p> <ul style="list-style-type: none"> (a) any person who is participated in the issue of the Employee Options; or (b) an associate of any person who participated in the issued of the Employee Options. <p>However, this does not apply to a vote cast in favour of this Resolution by:</p> <ul style="list-style-type: none"> (a) a person as proxy for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution that way; or (b) 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 (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> (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. |
|-------------------------|--|

8. APPROVAL OF ISSUE OF SECURITIES UNDER WHISPIR EMPLOYEE SHARE OWNERSHIP PLAN

| Resolution 7 | Approval of issue of further securities under Whispir Employee Share Ownership Plan |
|-----------------------------|--|
| Description | Shareholders are asked to approve the issue of equity securities under the WESOP, last approved by Shareholders on 15 March 2019, as an exemption to the Company's 15% Placement Capacity under Listing Rule 7.1 and so the Company may provide ongoing incentives to key employees and officers of the Company. |
| Resolution (Special) | <p>To consider and, if thought fit, pass the following resolution as an ordinary resolution:</p> <p><i>"THAT, for the purposes of ASX Listing Rule 7.2 (Exception 13(b)) and for all other purposes, approval is given for the Company for the issue of securities under the Whispir Employee Share Ownership Plan, in accordance with the terms and conditions set out in the Explanatory Statement."</i></p> |
| Voting Exclusion | <p>The Company will disregard any votes cast in favour of this Resolution by or on behalf of:</p> <ul style="list-style-type: none"> (a) any person who is eligible to participate in the WESOP; or (b) an associate of any person who is eligible to participate in the WESOP. <p>However, this does not apply to a vote cast in favour of this Resolution by:</p> <ul style="list-style-type: none"> (a) a person as proxy for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution that way; or (b) 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 (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> (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. |

9. AMENDMENT TO CONSTITUTION

| Resolution 8 | Amendment to Constitution |
|----------------------|---|
| Description | Shareholders are asked to approve the amendment of the Company's Constitution to incorporate recent amendments to the Corporations Act regarding the holding of meetings of Shareholders using virtual meeting technology. |
| Resolution (Special) | To consider and, if thought fit, pass the following resolution as a special resolution : <i>"THAT, for the purposes of section 136(2) of the Corporations Act and for all other purposes, the constitution of the Company be modified by making the amendments contained in the document tabled at this Meeting and signed by the Chair for the purposes of identification, with effect from the date this Resolution 8 is passed."</i> |
| Voting Exclusion | There is no voting exclusion for Resolution 8. |

Dated 24 October 2022

By order of the Board of Whispir Limited



Sophie Karzis
Company Secretary

QUESTIONS FROM SHAREHOLDERS

In order to provide an equal opportunity for all Shareholders to ask questions of the Board, we ask you to submit in writing any questions to the Company or to the Company's auditor, Ernst & Young Australia, in relation to the conduct of the external audit for the year ended 30 June 2022, or the content of its audit report. Please send your questions to:

The Company Secretary, **Whispir Limited**
Level 7, 411 Collins Street, Melbourne VIC 3000
T. 03 9492 9200
E. sk@@legalc.com.au

Written questions must be received by no later than **5.00 pm (AEDT) on 17 November 2022**. Your questions should relate to matters that are relevant to the business of the Annual General Meeting, as outlined in this Notice of Meeting and Explanatory Statement.

In accordance with the *Corporations Act 2001* (Cth) and the Company's policy, a reasonable opportunity will also be provided to Shareholders attending the Annual General Meeting to ask questions about, or make comments upon, matters in relation to the Company including Remuneration Report.

During the course of the Annual General Meeting, the Chair will seek to address as many shareholder questions as reasonably practicable, and where appropriate, will give a representative of the auditor the opportunity to answer written questions addressed to it. However there may not be sufficient time to answer all questions at the Annual General Meeting. Please note that individual responses may not be sent to Shareholders.

VOTING INFORMATION

How will voting be conducted?

In accordance with the *Corporations Act 2001* (Cth), the Chair will put all Resolutions to a poll at the Annual General Meeting. Voting results on the Resolutions that are put to the meeting (including by proxy votes) will be announced to the ASX as soon as practicable following the conclusion of the Annual General Meeting.

Voting by proxy

- (a) A Shareholder entitled to attend and vote at the Annual General Meeting may appoint one proxy or, if the Shareholder is entitled to cast 2 or more votes at the Meeting, 2 proxies, to attend and vote instead of the Shareholder.
- (b) Where 2 proxies are appointed to attend and vote at the Meeting, each proxy may be appointed to represent a specified proportion or number of the Shareholder's voting rights at the Meeting.
- (c) A proxy need not be a Shareholder of the Company.
- (d) A proxy may be an individual or a body corporate. If a body corporate is appointed, the proxy form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the Meeting.
- (e) A proxy form accompanies this Notice. If a Shareholder wishes to appoint more than 1 proxy, they may make a copy of the proxy form attached to

this Notice. For the proxy form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a (notarially) certified copy of that power of attorney or other authority **by 11.00 am (AEDT) on Monday 21 November 2022**:

- online by going to investorvote.com.au or by scanning the QR code, found on the enclosed proxy form with your mobile device
- by post at GPO Box 242, Melbourne, Victoria 3001; or
- by personal delivery at Yarra Falls, 452 Johnston Street, Abbotsford, Victoria, 3067; or
- by facsimile: Australia – 1800 783 447, overseas - +61 3 9473 2555; or
- Custodian voting - For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

Voting and other entitlements at the Annual General Meeting

A determination has been made by the Board of the Company under regulation 7.11.37 of the *Corporations Regulations 2001* that shares in the Company which are on issue at **7.00 pm (AEDT) on Monday 21 November 2022** will be taken to be held by the persons who held them at that time for the purposes of the annual general Meeting (including determining voting entitlements at the Meeting).

Proxy voting by the Chair

The *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011* (Cth), imposes prohibitions on Key Management Personnel and their Closely Related Parties from voting their shares (or voting undirected proxies) on, amongst other things, remuneration matters.

However, the Chair of a Meeting may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the Shareholder who has lodged the proxy has given an express voting direction to the Chair to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel.

If you complete a proxy form that authorises the Chair of the Meeting to vote on your behalf as proxy, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then you will be taken to have expressly authorised the Chair to exercise your proxy on Resolutions 1 and 5.

In accordance with this express authority provided by you, the Chair will vote in favour of Resolutions 1 and 5. If you wish to appoint the Chair of the Meeting as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the form.

The Company's Chairman will chair the Meeting and intends to vote all available undirected proxies in favour of each item of business.

If you appoint as your proxy any Director of the Company, except the Chair, or any other Key Management Personnel or any of their Closely Related Parties and you do not direct your proxy how to vote on Resolutions 1 and 5, he or she will not vote your proxy on that item of business.

EXPLANATORY STATEMENT TO NOTICE OF 2022 ANNUAL GENERAL MEETING

1. FINANCIAL AND RELATED REPORTS

| | |
|--------------------|---|
| Explanation | <p>Section 317 of the Corporations Act requires the Company's financial report, directors' report and auditor's report for the financial year ended 30 June 2022 to be laid before the Company's 2022 Annual General Meeting. There is no requirement for a formal resolution on this item.</p> <p>The financial report contains the financial statements of the consolidated entity consisting of Whispir and its controlled entities.</p> <p>A copy of the 2022 Financial Report has been sent to all shareholders and further copies are available from the Company Secretary (sk@whispir.com).</p> <p>The Chair of the meeting will allow a reasonable opportunity at the meeting for shareholders to ask questions. Shareholders will also be given a reasonable opportunity at the meeting to ask the Company's auditor Ernst & Young questions about its audit report, the conduct of its audit of the Company's financial report for the year ended 30 June 2022, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of Ernst & Young in relation to the conduct of the audit.</p> |
|--------------------|---|

2. RESOLUTION 1 - ADOPTION OF REMUNERATION REPORT (NON-BINDING RESOLUTION)

| | |
|----------------------------------|--|
| Explanation | <p>Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the Company's 2022 Annual Report and is available from the Company's website (www.whispir.com.au).</p> <p>The Remuneration Report:</p> <ul style="list-style-type: none"> ▪ describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance; ▪ sets out the remuneration arrangements in place for each Director and for certain members of the senior management team; and ▪ explains the differences between the basis for remunerating Non-Executive Directors and senior executives, including the Chief Executive Officer. <p>The vote on this resolution is advisory only and does not bind the Directors or the Company in accordance with section 250R of the Corporations Act. However, the Board will take into account any discussion on this resolution and the outcome of the vote when considering the future remuneration policies and practices of the Company.</p> |
| Voting Exclusion | A voting exclusion statement applies to this resolution, as set out in the Notice. |
| Board Recommendation | The Directors unanimously recommend that Shareholders vote in favour of adopting the Remuneration Report. |
| Chair's available proxies | The Chair of the Meeting intends to vote all available proxies in favour of this resolution. |

3. RESOLUTION 2 RE-ELECTION OF BRENDAN FLEITER AS DIRECTOR

| | |
|----------------------------------|--|
| Explanation | <p>Rule 3.6 of the Company's Constitution requires one third of the Directors (or if their number is not three or a multiple of three, then the whole number nearest one third) to retire at each Annual General Meeting of the Company.</p> <p>The Directors to retire under Rule 3.6 are those who have been longest in office since their last election or appointment. As between two or more who became or were last re-elected Directors on the same day, those to retire shall, in default of agreement between them, be determined by lot.</p> <p>In this case, Brendan Fleiter has held office as Director for the longest period since his last appointment, and accordingly in accordance with Rule 3.6 of the Company's Constitution, will retire as a Director at the 2022 Annual General Meeting.</p> <p>Brendan Fleiter, being eligible under Rule 3.5 of the Constitution, offers himself for re-election as Director.</p> |
| About Brendan Fleiter | <p>Brendan has over 30 years of business experience, including more than 20 years' of non-executive directorships on the boards of ASX listed, large private, government and not-for-profit enterprises.</p> <p>Brendan also currently chairs the boards of Kennards Hire Pty Ltd and Interactive Pty Ltd and serves as a Non-Executive Director of The Australian Food Allergy Foundation.</p> <p>Brendan's previous roles include Deputy Chair and Non-Executive Director of Australia Post, CEO and executive director of Crazy John's Group and Non-Executive Director and Chairman of Godfreys Group Limited (ASX:GFY).</p> <p>Brendan holds a Bachelor of Jurisprudence and a Bachelor of Laws from Monash University and is a member of the Australian Institute of Company Directors.</p> <p>Brendan is Chair of the Company's Remuneration & Nomination Committee and a member of the Audit & Risk Committee.</p> |
| Voting Exclusion | <p>There are no voting exclusions applying to Resolution 2.</p> |
| Board Recommendation | <p>The Board, with Brendan Fleiter abstaining, recommends that shareholders vote in favour of Brendan Fleiter's re-election.</p> |
| Chair's available proxies | <p>The Chair of the Meeting intends to vote all available proxies in favour of these items of business.</p> |

4. RESOLUTION 3 - RE-ELECTION OF SCOTT TONG AS DIRECTOR

| | |
|----------------------------------|---|
| Explanation | <p>Rule 3.3 of the Company's Constitution provides that the Board may appoint a person to be a Director at any time except during a general meeting.</p> <p>On 1 December 2021, the Board appointed Scott Tong as a Director of the Company.</p> <p>In accordance with Rule 3.3(a) of the Constitution, Scott Tong automatically retires at the AGM and are eligible for re-election.</p> <p>Scott Tong, being eligible under Rule 3.3(a) of the Constitution, offers himself for re-election as Director.</p> |
| About Scott Tong | <p>Scott is a highly credentialed North American executive with more than 15 years' experience in the US technology sector stemming from the start-up central, Silicon Valley and the greater Seattle area. Scott was previously a co-founder of If This Then That (IFTTT), followed by half a decade at Pinterest, as Head of Product Design for the social network. Leading with the entrepreneurial outlook, he joined Whispir after three years of start-up and design advisory at Designer Fund and IMO Ventures.</p> <p>Scott holds a Bachelor of Fine Arts in Design from the University of Washington in Seattle.</p> |
| Voting Exclusion | <p>There are no voting exclusions applying to Resolution 3.</p> |
| Board Recommendation | <p>The Board, with Scott Tong abstaining, recommends that shareholders vote in favour of Scott Tong's re-election.</p> |
| Chair's available proxies | <p>The Chair of the Meeting intends to vote all available proxies in favour of this item of business.</p> |

5. RESOLUTION 4 - AUDITOR CHANGE

| | |
|----------------------------------|---|
| Explanation | <p>Under the Corporations Act, shareholder approval is required for the appointment of a new auditor. Ernst & Young is currently the Company's auditor. Following a competitive tender process, the Board has selected PricewaterhouseCoopers (PwC) to be appointed as the new auditor of the Company and its controlled entities and PwC has consented to the appointment. Ernst & Young has agreed to resign as auditor with effect from the close of the Annual General Meeting and will seek consent from the ASIC for the resignation in accordance with section 329(5) of the Corporations Act prior to the Annual General Meeting.</p> <p>Section 328B(1) of the Corporations Act requires that written notice of nomination of a new auditor be received from a member of the Company. The Company has received such a nomination from Nebula Super Co. Pty Ltd, who is a member of the Company, nominating the proposed new auditor. A copy of this nomination is set out in Annexure B to this Notice of Meeting. If Resolution 4 is approved, the appointment of PwC as the Company's new auditor will take effect at the close of this Annual General Meeting. The Board recommends that shareholders vote in favour of the appointment of PwC as the Company's auditor.</p> |
| Voting Exclusion | <p>There are no voting exclusions applying to Resolution 4.</p> |
| Board Recommendation | <p>The Board recommends that shareholders vote in favour of the appointment of PwC as the Company's auditor.</p> |
| Chair's available proxies | <p>The Chair of the Meeting intends to vote all available proxies in favour of these items of business.</p> |

6. RESOLUTION 5 - APPROVAL OF ISSUE OF PERFORMANCE RIGHTS TO JEROMY WELLS

| Explanation | <p>The Board has approved an equity scheme for KMP of Whispir for FY23 under the auspices of the Whispir Employee Share Ownership Plan. This is to assist with the Company's ability to properly incentivise its key officers and executives.</p> <p>In keeping with contemporary practice for companies of a comparable size and growth profile, the Board intends to issue a total number of 992,072 Performance Rights to KMP. Of that total number, 578,089 Performance Rights are to be issued to the CEO, Jeremy Wells, who is also an executive director of Whispir. The material terms are set out below.</p> <p>(a) No cash consideration is payable for the issue of the Performance Rights.</p> <p>(b) Performance Rights will be granted with a 3 year vesting period.</p> <p>(c) 50% of the Performance Rights are to be granted with a market performance hurdle and the other 50% are to be granted with a non-market performance hurdle.</p> <p>(d) Vesting of the Performance Rights will be assessed over the three year performance period commencing 1 July 2023 and ending 30 June 2025.</p> <p>(e) The Performance Rights are to be issued subject to the performance hurdles, which are as follows:</p> <ul style="list-style-type: none"> - Market performance hurdle representing 50% of the Performance Rights awarded have been agreed and set as rTSR metric over a three year period commencing 1 July 2022 in line with a bespoke basket of 22 Peer Group companies recommended by AON that will be measured to assess performance. <table border="1" data-bbox="507 1016 1366 1469"> <thead> <tr> <th>tTSR positioning compared to Peer Group</th><th>Vesting criteria</th></tr> </thead> <tbody> <tr> <td>Less than 50%</td><td>Nil</td></tr> <tr> <td>50% to 60%</td><td>Nil to 66.66%</td></tr> <tr> <td>Greater than 60% to 80%</td><td>66.66% to 100%</td></tr> <tr> <td>Greater than 80%</td><td>100%</td></tr> <tr> <td colspan="2">Performance achieved between levels will result in vesting on a pro rata basis</td></tr> </tbody> </table> <ul style="list-style-type: none"> - Non-market performance hurdle representing 50% of the Performance Rights awarded have been agreed to be set as a revenue CAGR metric over a three year period commencing 1 July 2022 as follows: <table border="1" data-bbox="507 1597 1366 1917"> <thead> <tr> <th>CAGR¹</th><th>Vesting criteria</th></tr> </thead> <tbody> <tr> <td>Less than 22%</td><td>Nil</td></tr> <tr> <td>22% to less than 27%</td><td>50% to 66%</td></tr> <tr> <td>27% to less than 31%</td><td>66% to 100%</td></tr> <tr> <td>Greater than 31%</td><td>100%</td></tr> </tbody> </table> | tTSR positioning compared to Peer Group | Vesting criteria | Less than 50% | Nil | 50% to 60% | Nil to 66.66% | Greater than 60% to 80% | 66.66% to 100% | Greater than 80% | 100% | Performance achieved between levels will result in vesting on a pro rata basis | | CAGR ¹ | Vesting criteria | Less than 22% | Nil | 22% to less than 27% | 50% to 66% | 27% to less than 31% | 66% to 100% | Greater than 31% | 100% |
|--|---|---|------------------|---------------|-----|------------|---------------|-------------------------|----------------|------------------|------|--|--|-------------------|------------------|---------------|-----|----------------------|------------|----------------------|-------------|------------------|------|
| tTSR positioning compared to Peer Group | Vesting criteria | | | | | | | | | | | | | | | | | | | | | | |
| Less than 50% | Nil | | | | | | | | | | | | | | | | | | | | | | |
| 50% to 60% | Nil to 66.66% | | | | | | | | | | | | | | | | | | | | | | |
| Greater than 60% to 80% | 66.66% to 100% | | | | | | | | | | | | | | | | | | | | | | |
| Greater than 80% | 100% | | | | | | | | | | | | | | | | | | | | | | |
| Performance achieved between levels will result in vesting on a pro rata basis | | | | | | | | | | | | | | | | | | | | | | | |
| CAGR ¹ | Vesting criteria | | | | | | | | | | | | | | | | | | | | | | |
| Less than 22% | Nil | | | | | | | | | | | | | | | | | | | | | | |
| 22% to less than 27% | 50% to 66% | | | | | | | | | | | | | | | | | | | | | | |
| 27% to less than 31% | 66% to 100% | | | | | | | | | | | | | | | | | | | | | | |
| Greater than 31% | 100% | | | | | | | | | | | | | | | | | | | | | | |

¹ CAGR will be measured from a base revenue of \$58.6 million, being reported revenue for the year ended 30 June 2022 of \$70.6 million less one-off (non-repeatable) COVID-19 vaccine related revenue of \$12 million.

Performance achieved between levels will result in vesting on a pro rata basis

- (g) The Performance Rights will only vest if Mr Wells remains an employee of the Company. Any Performance Right which does not vest will lapse.
- (h) The Performance Rights will not be listed on ASX and will not be transferable, except as permitted under the EOP.

Jeromy Wells received:

- 218,625 Performance Rights under the EOP after shareholders voted in favour of this allotment at the 2021 annual general meeting;
- 221,506 Performance Rights under the EOP after shareholders voted in favour of this allotment at the 2020 annual general meeting; and
- 412,703 Performance Rights under the EOP after shareholders voted in favour of this allotment at the 2019 annual general meeting.

These are the only grants of securities made to Mr Wells under the EOP since shareholders approved the plan. Subject to shareholder approval being obtained, the Performance Rights will be issued to Mr Wells within one (1) month of the AGM (and in any event event, no later than three (3) years of the AGM).

Mr Well's total remuneration package for the year ended 30 June 2022 is as follows:

| Component | SGD | % of Total | AUD |
|--|-----------|------------|-----------|
| Base salary | 556,416 | 34.32% | 563,774 |
| Benefits | 70,032 | 4.32% | 70,959 |
| Short term incentive - maximum ⁱ | 417,312 | 25.74% | 422,831 |
| Long term incentive - maximum ⁱⁱ | 577,608 | 35.62% | 585,246 |
| Total | 1,621,369 | 100.00% | 1,642,810 |
| <i>i- Payable in cash</i> | | | |
| <i>ii- Settled through the issue of Performance Rights</i> | | | |

Further details regarding Mr Well's remuneration package are set out in the Remuneration Report in the Company's 2022 Annual Report.

The Company settled on a performance rights mechanism as it is consistent with past practice, is specified in Mr Well's employment contract and is considered an optimal equity incentive for high growth companies.

The vesting conditions for the Performance Rights are designed to reward Mr Wells for successful performance and achievement of certain goals to ensure alignment with shareholders.

The maximum value of the Performance Rights is valued at S\$597,780 / A\$628,382. The maximum value and number of performance rights to be granted to Mr Wells is stipulated in his employment contract and is outlined in the table below:

| Per contract (\$) | FX Rate +/- [*] | Stipulated Contract Value (A\$) | VWAP as at 1 July +/- 10 days | No of rights | Market Rights | Non-Market Rights |
|-------------------|--------------------------|---------------------------------|-------------------------------|--------------|---------------|-------------------|
| | | | | | | |



| | | | | | | | |
|----------------------------------|--|---------|---------|-------|---------|---------|---------|
| | 597,780 | 0.95130 | 628,382 | 1.087 | 578,089 | 289,044 | 289,045 |
| | <p><i>*FX rate based on RBA published data for 1 July 2022</i></p> <p>In determining the number of rights to award to Mr. Wells, a +/- 10 day VWAP is applied from the date of the commencement of the performance period i.e. 1st July 2022; this is in accordance with the recommendation of the Company's external remuneration consultant, AON Australia.</p> <p>Share-based payments expenses relating to the Performance Rights will be accrued for on a monthly basis over the 3 year vesting period based on a valuation to be provided by the Company's external remuneration consultant, AON Australia, for the Market Rights and a VWAP based valuation for the Non-Market Rights, as at the expected grant date of 23 November 2022.</p> <p>Details of any securities issued under the EOP will be published in each annual report of the entity relating to a period in which securities have been issued. A summary of the EOP Rules that the Performance Rights will be issued under is set out at Annexure A.</p> <p>Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the EOP after the Resolution is approved who were not named in the Notice of Meeting will not participate until approval is obtained under that rule.</p> <p>Whilst if the Resolution is passed, the Company will have three (3) years from the date of the meeting to issue the Performance Rights, it is intended that the Performance Rights will be issued within one (1) month of the of the meeting.</p> <p>If the Resolution is not passed, the Performance Rights will not be issued and the Board will consider alternative arrangements to appropriately remunerate and incentivise Mr Wells.</p> | | | | | | |
| Voting Exclusion | A voting exclusion statement applies to this resolution, as set out in the Notice. | | | | | | |
| Board Recommendation | The Board, with Jeromy Wells abstaining, recommends that shareholders vote in favour of this resolution. | | | | | | |
| Chair's available proxies | The Chair of the Meeting intends to vote all available proxies in favour of this item of business. | | | | | | |

7. RESOLUTION 6 - RATIFICATION OF OPTIONS ISSUED UNDER EMPLOYEE INCENTIVE PLAN

| | |
|--------------------|---|
| Explanation | <p>General</p> <p>Resolution 6 seeks Shareholder approval and ratification pursuant to Listing Rule 7.4 for the issue of up to 2,244,000 Options issued under Listing Rule 7.1 (Employee Options).</p> <p>ASX Listing Rule 7.1</p> <p>Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.</p> <p>On or around 30 September 2022, the Company made offers to various employees under the WESOP for the issue of the Employee Options.</p> <p>The issue of the Employee Options does not fit within any of the exceptions under Listing Rule 7.2, noting that the Company's previous shareholder approval for grants under the WESOP expired on 19 March 2022 and refreshed approval for a further three years is sought under Resolution 7.</p> <p>Accordingly the issue of these Employee Options will use up part of the Company's 15% limit in ASX Listing Rule 7.1, reducing the Company's capacity to issue further equity securities</p> |
|--------------------|---|

without shareholder approval under ASX Listing Rule 7.1 for the 12 month period following the date of issue, being 30 September 2022 (**Issue Date**).

ASX Listing Rule 7.4 allows the Shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without shareholder approval under that Listing Rule.

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

To that end, Resolution 6 seeks Shareholder approval to the issue of up to 2,244,000 Options under and for the purposes of ASX Listing Rule 7.4.

If Resolution 6 is passed, the issue of the Employee Options will be excluded in calculating the Company's 15% limit under ASX Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the Issue Date.

If Resolution 6 is not passed, the issue of the Employee Options will be included in calculating the Company's 15% limit in ASX 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.

Technical information required by ASX Listing Rule 7.5

For the purposes of Listing Rule 7.5, information regarding the issue of the Employee Options is provided as follows:

| | |
|---|---|
| The names of the persons to whom the Company will issue the securities: | Offers for Employee Options were made to 'eligible employees' under the WESOP Rules. For the avoidance of doubt, none of the recipients were issued more than 1% of the Company's current issued capital who were: <ul style="list-style-type: none">• a member of the key management personnel;• a substantial holder of the entity;• an adviser of the entity; or• an associate of any of the above. |
| The number of securities issued: | 2,244,000 Employee Options were issued by the Company pursuant to Listing Rule 7.1. |
| The date on which the securities were issued: | The Employee Options will be issued by the Company on or around the date of this Notice of Meeting and in any event, no later than 3 months after the date of the Meeting. |
| The issue and exercise price: | The issue price for the Employee Options was nil. The exercise price for the Employee Options was nil. |
| The terms of the securities: | The Employee Options vest in three equal tranches on 1 October 2023, 1 October 2024 and 1 October 2025 respectively. |



| | | |
|----------------------------------|--|--|
| | | <p>The expiry date of the Employee Options is 1 October 2027.</p> <p>Vesting is conditional on the on going employment of the recipient, with unvested Employee Options lapsing on termination of employment. Vested Employee Options must be exercised within 90 days of termination of employment.</p> |
| | The intended use of the funds raised: | No funds are being raised for the issue of the Employee Options. |
| | If the securities were issued under an agreement, a summary of the material terms of the agreement: | <p>The Employee Options were issued under the WESOP.</p> <p>A summary of the material terms of the WESOP is set out in Annexure A to this Notice of Meeting.</p> |
| | Voting exclusion statement: | A voting exclusion statement applies to this resolution, as set out in the Notice. |
| Voting Exclusion | A voting exclusion statement applies to this resolution, as set out in the Notice. | |
| Board Recommendation | The Board recommend that shareholders vote in favour of Resolution 6. | |
| Chair's available proxies | The Chair of the Meeting intends to vote all available proxies in favour of these items of business. | |

8. RESOLUTION 7 - APPROVAL OF ISSUE OF SECURITIES UNDER EMPLOYEE OPTION PLAN

| | |
|--------------------|---|
| Explanation | <p>Resolution 7 seeks Shareholders approval to issue of equity securities under the WESOP, first approved by Shareholders on 15 March 2019, as an exemption to the Company's 15% Placement Capacity under Listing Rule 7.1 and so the Company may provide ongoing incentives to key employees and officers of the Company.</p> <p>ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.</p> <p>ASX Listing Rule 7.2 (Exception 13(a)) sets out an exception to ASX Listing Rule 7.1 which provides that issues under an employee incentive scheme are exempt for a period of 3 years from the date on which shareholders approve the issue of securities under the scheme.</p> <p>If Resolution 7 is passed, the Company will be able to issue Equity Securities under the WESOP to eligible participants over a period of 3 years without impacting on the Company's ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 12 month period (or the additional 10% if Resolution 5 is also approved).</p> <p>If Resolution 7 is not passed, the Company may still issue Equity Securities under the WESOP, but any issue will reduce, to that extent, the Company's 15% Placement Capacity under Listing Rule 7.1 for 12 months following the issue.</p> <p>Since 15 March 2019 (the date on which the WESOP was adopted by Shareholders), the Company has issued 9,841,787 Options and Performance Rights in reliance on Listing Rule 7.2 Exception 13(a).</p> |
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| | |
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| | <ul style="list-style-type: none"> • 5,282,832 of those Options and Performance Rights have vested and been exercised by employees into shares; • 554,500 of those Options and Performance Rights have vested but are yet to be exercised by employees into shares; • 2,096,406 of those Options and Performance Rights are unvested; and • 1,908,049 of those Options and Performance Rights have lapsed. <p>If this Resolution 7 is approved by Shareholders, the Company may issue up to a maximum of 5% of its issued share capital under the WESOP during the three year period following approval (for the purposes of Listing Rule 7.2, Exception 13). As at the date of this Notice, the 5% maximum equates to 5,906,651 securities. The maximum is not intended to be a prediction of the actual number of securities to be issued under the WESOP, but is specified for the purposes of setting a ceiling on the number of securities approved to be issued under and for the purposes of Listing Rule 7.2, Exception 13(b). Once that number is reached, any additional issues of securities under the WESOP would not have the benefit of Exception 13 without fresh Shareholder approval. For the avoidance of doubt, this excludes issues under the WESOP that are subject to specific shareholder approval (such as the options to be issued under Resolutions 5 and 6).</p> <p>A summary of the key terms and conditions of the WESOP is set out in Annexure A.</p> |
| Voting Exclusion | A voting exclusion statement applies to this resolution, as set out in the Notice. |
| Board Recommendation | The Non-Executive Directors recommend that shareholders vote in favour of Resolution 7 |
| Chair's available proxies | The Chair of the Meeting intends to vote all available proxies in favour of these items of business. |

9. RESOLUTION 8 - AMENDMENT TO CONSTITUTION

| | |
|--------------------|--|
| Explanation | <p>General</p> <p>Under section 136(2) of the Corporations Act, a company may modify or repeal its constitution or a provision of its constitution by special resolution of Shareholders.</p> <p>Resolution 8 seeks approval of Shareholders to modify the Company's existing Constitution.</p> <p>The proposed modifications to the existing Constitution will incorporate recent amendments to the Corporations Act regarding the holding of meetings of Shareholders using virtual meeting technology.</p> <p>The Directors believe that it is preferable in the circumstances to simply modify one provision of the existing Constitution rather than repealing the entire existing Constitution and replacing it with a new constitution.</p> <p>The Directors believe these amendments are not material nor will they have any significant impact on Shareholders.</p> <p>A copy of the modified Constitution is available for review by Shareholders at the office of the Company. A copy of the modified Constitution can also be sent to Shareholders upon request to the Company Secretary at sk@whispir.com. Shareholders are invited to contact the Company if they have any queries or concerns.</p> <p>If Resolution 8 is passed, the Company will adopt the modified Constitution with effect from the date this Resolution 8 is passed.</p> <p>Summary of material proposed changes</p> <p>The modifications provide for the ability of the Company to hold general meetings using virtual technology only, as well as physical or hybrid meetings. This improved flexibility is</p> |
|--------------------|--|



| | |
|----------------------------------|--|
| | <p>necessary to ensure the Company is able to hold general meetings at times where physical meetings may not be practicable.</p> <p>Set out below is the proposed modification to rule 12.3 with the inclusion of a new rule 12.3A:</p> <p>Prior to modification:</p> <p>13.7 Technology</p> <p><i>The Company may hold a meeting of members at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.</i></p> <p>After modification:</p> <p>13.7 Technology</p> <p><i>The Company may hold a general meeting:</i></p> <ul style="list-style-type: none"><i>(i) at one or more physical venues;</i><i>(ii) at one or more physical venues and using virtual meeting technology that gives all persons entitled to attend, as a whole, a reasonable opportunity to participate; or</i><i>(ii) using virtual meeting technology that gives all persons entitled to attend, as a whole, a reasonable opportunity to participate in the meeting without being physically present in the same place.</i> <p>Additional Information</p> <p>Resolution 8 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).</p> |
| Voting Exclusion | A voting exclusion statement does not apply to this resolution. |
| Board Recommendation | The Board recommends that shareholders vote in favour of Resolution 8. |
| Chair's available proxies | The Chair of the Meeting intends to vote all available proxies in favour of these items of business. |

DEFINITIONS

| | |
|---|---|
| A\$ or \$ | Australian dollar. |
| Board | means the Company's board of directors. |
| CAGR | means Compound Annual Growth Rate. |
| CEO | means the Chief Executive Officer of the Company. |
| Company or Whispir | means Whispir Limited ACN 097 654 656. |
| Constitution | means the constitution of Whispir Limited. |
| Corporations Act | means <i>Corporations Act</i> 2001 (Cth). |
| Director | means a director of the Board. |
| Closely Related Party (of a member of KMP of an entity) | has the definition given to it by section 9 of the Corporations Act, and means: <ul style="list-style-type: none"> a) a spouse or child of the member; or b) a child of the member's spouse; or c) a dependant of the member or of the member's spouse; or d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or e) a company the member controls; or f) a person prescribed by the regulations for the purposes of this definition (nothing at this stage). |
| Explanatory Statement | means this explanatory statement accompanying and forming part of this Notice. |
| FY22 | means the financial year from 1 July 2021 to 30 June 2022. |
| Key Management Personnel or KMP | means those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity. |
| Meeting | means the 2022 annual general meeting of the Company to which the Notice relates. |
| Notice | means this notice of meeting of the Company, including the accompanying Explanatory Statement. |
| Option | means an option issued under the Company's EOP. |
| Peer Group | Basket of ASX Companies recommended by AON and adopted by the WSP Board as being a representative group of Companies for comparing WSP rTSR. |
| Performance Right | means a right issued under the Company's EOP. |
| Resolution | means a resolution set out in this Notice. |
| rTSR | means relative Total Shareholder Return, which represents a measure of share price performance of an organisation, relative to a set of organisations in the market. |
| S\$ | Singapore dollar. |
| Share | means a fully paid ordinary share in the capital of the Company. |
| Shareholder | means a holder of at least one Share. |
| Whispir Employee Share Ownership Plan or WESOP | means the Whispir Employee Share Ownership Plan (formerly known as Whispir Employee Option Plan) originally approved by shareholders on 15 March 2019, the material terms of which are summarised at Annexure A. |

-ENDS-

ANNEXURE A - SUMMARY OF WESOP RULES

1. General

The WESOP is intended to retain and motivate Whispir's employees, contractors and directors.

Under the WESOP, the Board has the discretion to offer options and performance rights (collectively **Options**) to Eligible Employees of the Company. Offers made to residents of the United States and Singapore are subject to additional rules. Options give a participant in the WESOP a right to acquire shares in the Company on payment of an exercise price (which may be zero), subject to the achievement of time based and/or performance based vesting conditions, which are determined at the discretion of the Board.

The Board has the discretion to amend the rules of the WESOP. The amendments can apply retrospectively in respect of previous grant of Options, but not so as to materially reduce the rights of participants, except where the amendments are necessary to correct manifest errors or mistakes, to comply with legal requirements, to allow the implementation of a trust arrangement in relation to the holding of shares issued under the WESOP, to take into consideration possible adverse taxation implications, or where agreed by the participant.

Grants of Options under the WESOP are made at the Board's absolute discretion.

2. Eligibility

The rules allow for offers under the WESOP to be made to any employee, directors and contractors of the Company, or such other person as the Board determines.

3. Grant of options

Options may be granted under the WESOP subject to vesting conditions, including time and performance based hurdles.

The Board determines the details of the vesting conditions attaching to the Options under the WESOP prior to offers of participation being made. Options will only vest (under normal circumstances) upon satisfaction of any applicable time and performance based vesting conditions. If those conditions are not met, the Options will generally lapse and not be capable of exercise.

Options issued under the WESOP may not be assigned, transferred or encumbered with a security interest, except with the consent of the Board (and subject to any conditions imposed by the Board) or unless the transfer occurs by force of law upon death of a participant or unless the participant is a resident of the United States of America, in which case additional rules will apply.

4. Good and Bad Leavers

Unless otherwise determined by the Board in its discretion, a participant who becomes a Good Leaver is entitled to exercise his or her vested Options within a ninety (90) day period and all unvested Options will lapse. If a participant is a Bad Leaver, all vested and unvested Options will automatically lapse.

A participant will be a Good Leaver if they are not a Bad Leaver. Unless otherwise determined by the Board, a participant will be a Bad Leaver if their employment is terminated for poor performance or for reasons including serious and persistent breaches of their employment contract, fraudulent or dishonest conduct and wrongful or negligent acts. A participant will also be a bad leaver if within six months after ceasing employment the participant has engaged in certain activities with a competitor of the Company.

5. Delivery of shares

Unless otherwise determined by the Board, each vested Option entitles a participant to subscribe for one share in the Company, subject to the payment of the exercise price (if any).

The Board has absolute discretion to use an employee share trust or other mechanism to hold and deliver the shares for participants.

Shares in the Company will be delivered to participants upon exercise of vested Options and payment of the exercise price (if any). The Board has the discretion to facilitate a cashless exercise mechanism in respect of the Options. On exercise, the Options automatically lapse and Company may deliver shares by new issue or by purchasing shares for transfer to participants.

The Board may determine that, instead of allocating shares to a participant, the Company will pay a cash amount to the participant equivalent in value to the

market value of the shares that would otherwise have been allocated to the participant, reduced by the exercise price and the amount of any deductions for taxes and superannuation contributions.

6. Change of control

On a change of control of the Company, the board has discretion to waive the vesting conditions and performance handles applicable to unvested Options, shorten the exercise period in respect of vested Options, replace the options with rights to shares in the new controlling company on substantially the same terms and conditions, and determine that some or all unvested options lapse w/subject to such terms and conditions as it determines.

7. Plan limits

Issues of shares including on exercise of Options granted under the WESOP will be subject to a cap of 5% of the issued share capital of the Company, inclusive of shares that may be issued under other employee incentive schemes of the Company for employees and non-executive directors, **but disregarding:** offers made outside of Australia; offers made under a prospectus or other disclosure document; offers which do not require a disclosure document; and offers which do not require any monetary consideration to be provided by the participant on the issue or exercise of Options.

8. Expiry of options

Unless otherwise determined by the Board in its discretion, Options which have not been exercised

will expire and cease to exist on the expiry date specified at the date of grant or upon the Board making a determination that the Options are to be forfeited.

9. Restrictions on shares and forfeiture conditions

Options and shares delivered on exercise may be subject to forfeiture if a participant (in the reasonable opinion of the Board) acts fraudulently or dishonestly or wilfully breaches his or her duties to the Company or its related bodies corporate. In addition, the Board can decide, on the grant of Options under the WESOP the circumstances under which the Options are to be forfeited in additional circumstances, such as the termination or cessation of employment.

Shares delivered on exercise of Options may be subject to restrictions on the disposal of, the granting of any security interest in or over, or any dealing with the shares. The Company may take any action it deems necessary to enforce these restrictions, including but not limited to using an employee share trust to hold the shares.

10. Hedging economic exposure prohibited

Without limiting the prohibitions in Part 2D.7 of the Corporations Act (ban on hedging remuneration of key management personnel), the terms of the WESOP prohibit entering into transactions or arrangements which limit the economic risk of participating in unvested entitlements under the WESOP.

ANNEXURE B – NOMINATION OF NEW AUDITOR

PRIVATE AND CONFIDENTIAL

18 October 2022

The Company Secretary
c/- Sophie Karzis
Whispir Limited

Dear Sophie

WHISPIR LIMITED NOMINATION OF AUDITOR

In accordance with the provisions of s328B(1) of the *Corporations Act 2001*, I, Brendan Fleiter, being a director of Nebula Super Co. Pty Ltd, a member of the Whispir Limited, hereby nominate PricewaterhouseCoopers for appointment as auditor of the Company.

Please distribute copies of this notice of nomination as required by s328B(3) and (4) of the *Corporations Act 2001*.

Yours sincerely



Brendan Fleiter, Director of Nebula Super Co. Pty Ltd
PO BOX 8156, CAMBERWELL NORTH VIC 3124