

23 November 2023

2023 Annual General Meeting – Chair Address

Weebit Nano Limited (ASX:WBT, Weebit or Company), a leading developer of advanced memory technologies for the global semiconductor industry, attaches the address to shareholders to be delivered by David (Dadi) Perlmutter at Weebit’s 2023 Annual General Meeting, being held as a hybrid in-person and virtual meeting today.

Also enclosed are the slides to be presented at today’s meeting.

-ENDS-

This announcement has been authorised for release by the Chair of Weebit Nano Limited.

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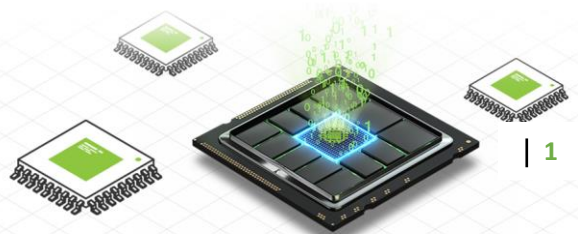
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About Weebit Nano Limited

Weebit Nano Ltd. is a leading developer of advanced semiconductor memory technology. The company’s ground-breaking Resistive RAM (ReRAM) addresses the growing need for significantly higher performance and lower power memory solutions in a range of new electronic products such as Internet of Things (IoT) devices, smartphones, robotics, autonomous vehicles, 5G communications and artificial intelligence. Weebit ReRAM allows semiconductor memory elements to be significantly faster, less expensive, more reliable and more energy efficient than those using existing Flash memory solutions. As it is based on fab-friendly materials, the technology can be quickly and easily integrated with existing flows and processes, without the need for special equipment or large investments. See www.weebit-nano.com and follow us on <https://twitter.com/WeebitNano>.

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2023 ANNUAL GENERAL MEETING

CHAIR'S ADDRESS

The past year has been Weebit Nano's most successful to date and has seen our transition from focusing on our technology development into a commercial company. We have laid the foundations and opened the gates to acquire customers: de-risking our embedded ReRAM with the successful qualification of our technology at industrial and automotive specified temperatures in SkyWater Technology's commercial fab. We've also signed a licensing agreement with Tier-1 foundry DB HiTek and generated initial revenues. Our proven ReRAM IP is now commercially available in SkyWater's S130 CMOS process, marking our transition from a future technology to the industry's leading 'foundry-agnostic' provider of advanced Non-Volatile Memory.

Our recent licensing agreement with global top-10 foundry DB HiTek is assisting our discussions with other leading foundries, Integrated Device Manufacturers, and semiconductor companies. Under our licensing agreement with DB HiTek, our embedded ReRAM will soon be 'on the shelf' in one of the largest semiconductor manufacturers in the world. In addition to further validating the quality and maturity of our embedded ReRAM, our agreement with a Tier-1 chip manufacturer increases the urgency for other foundries to add our ReRAM to their 'shelves'.

This urgency is being supported by increasing industry recognition that ReRAM is a better replacement for flash memory than other emerging technologies like MRAM in most applications, given its significant manufacturing and cost advantages. The industry demonstrated its view of Weebit's ReRAM a few months ago, with the semiconductor engineering community naming it Embedded Solution Product of the Year in The Electronic Industry Awards.

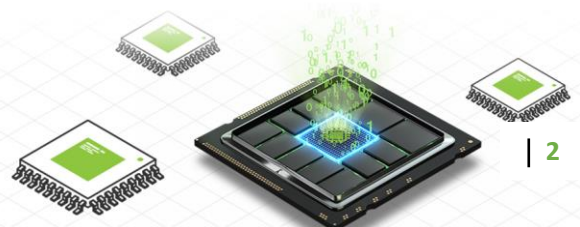
While our first IP is already in the market, ReRAM is still very much an emerging technology. Much like flash, which has continued to evolve over the past three decades, we will continue to improve the baseline parameters of our ReRAM over the coming years to meet customer demand for smaller, more efficient Non-Volatile Memory. In parallel, we're also progressing our selector development for the discrete memory market, which provides an additional and much larger opportunity over the long term. To the best of my knowledge, there is no other team in the world which has the same caliber of engineers across all disciplines required to drive such broad developments.

Instrumental to our success in FY23 have been our enduring partnership with development partner CEA-Leti, and our collaboration with commercial partner SkyWater Technology. On behalf of the Weebit team, I'd like to thank CEA-Leti and SkyWater for their support over the past year. We look forward to another successful year in FY24.

The year has not been without its challenges. These include volatile capital markets and geopolitical tension between US and China, with the semiconductor industry in the middle of it. We've also navigated increased shorting activity as we were added to the ASX 300, and then the ASX 200, and delays in finalising our first Tier-1 agreement. More recently, we have had to cope with the conflict in Israel.

Our world-class leadership and Board have successfully steered the Company through these challenges, and our confidence in our technology, market opportunity and outlook has not wavered. I'm incredibly proud of our team for upholding the Israeli tradition of pushing ahead with milestones, not losing a single day, delivery, or customer despite the ongoing conflict. We are well organised to continue to do that.

Weebit continues to strengthen its governance credentials, welcoming well-known Australian entrepreneur and marketing executive Naomi Simson to the Board in August 2023. We are committed to increasing our Board diversity going forward.



It is a privilege and an honour to be the Chair of Weebit Nano and I'm incredibly proud of our achievements over the past year. I am looking forward with excitement for the future of Weebit. I'd like to extend my thanks to my fellow Directors and Weebit's entire team for all your hard work and dedication over the past year. We have an exciting year ahead.

Before I hand over to Coby for an operational update, I'd like to thank our highly engaged shareholders for your continued support. Our successful capital raise of approximately \$60 million during the year ensures we have all the building blocks in place to capitalise on our position as the leading independent provider of ReRAM. Our strong start to FY24 provides the momentum for an exceptional year ahead as we sign new agreements with foundries and customers, growing revenues as ReRAM starts to replace flash in next-generation designs. Longer-term, Weebit has what it takes to be the global leader in the ReRAM domain, underpinned by a world-class team and game-changing technology.



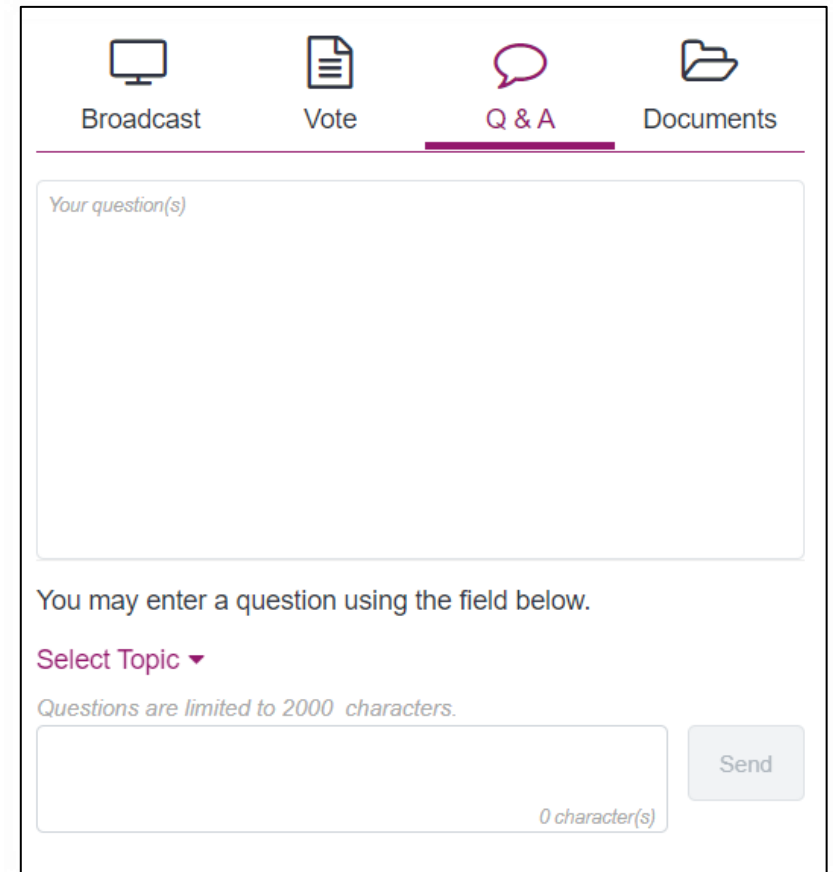
2023 Annual General Meeting

23 November 2023



ONLINE ATTENDEES – QUESTION PROCESS

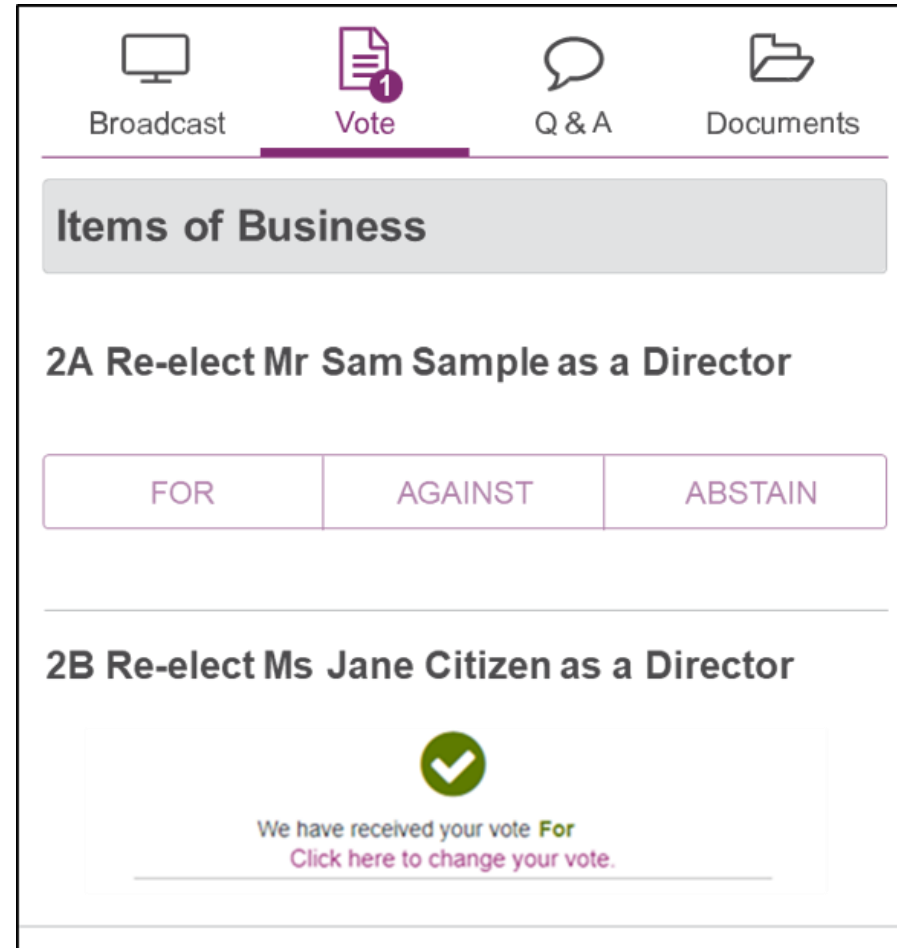
- To ask a written question select the Q & A icon
- Select the topic your question relates to from the drop-down list
- Type your question in the text box and **press** the send button
- To ask a verbal question follow the instructions below the broadcast window



The screenshot shows a user interface for asking questions. At the top, there are four icons: a monitor for 'Broadcast', a document for 'Vote', a speech bubble for 'Q & A' (which is highlighted with a purple underline), and a folder for 'Documents'. Below the icons is a large text box with the placeholder text 'Your question(s)'. Underneath this box, it says 'You may enter a question using the field below.' followed by a 'Select Topic' dropdown menu. Below the dropdown, it states 'Questions are limited to 2000 characters.' There is a smaller text box for the question with a character count '0 character(s)' and a 'Send' button to its right.

ONLINE ATTENDEES – VOTING PROCESS

- When the poll is open, select the vote icon at the top of the screen
- To vote, select either For, Against or Abstain
- You will see a vote confirmation
- To change or cancel your vote “click here to change your vote” at any time until the poll is closed



The screenshot displays the online voting interface. At the top, there are four navigation icons: Broadcast, Vote (highlighted with a purple bar and a '1' notification), Q & A, and Documents. Below the navigation bar is a grey header for 'Items of Business'. The first item is '2A Re-elect Mr Sam Sample as a Director', with three buttons: FOR, AGAINST, and ABSTAIN. The second item is '2B Re-elect Ms Jane Citizen as a Director', which shows a green checkmark icon and a confirmation message: 'We have received your vote For. Click here to change your vote.'

Chair Address

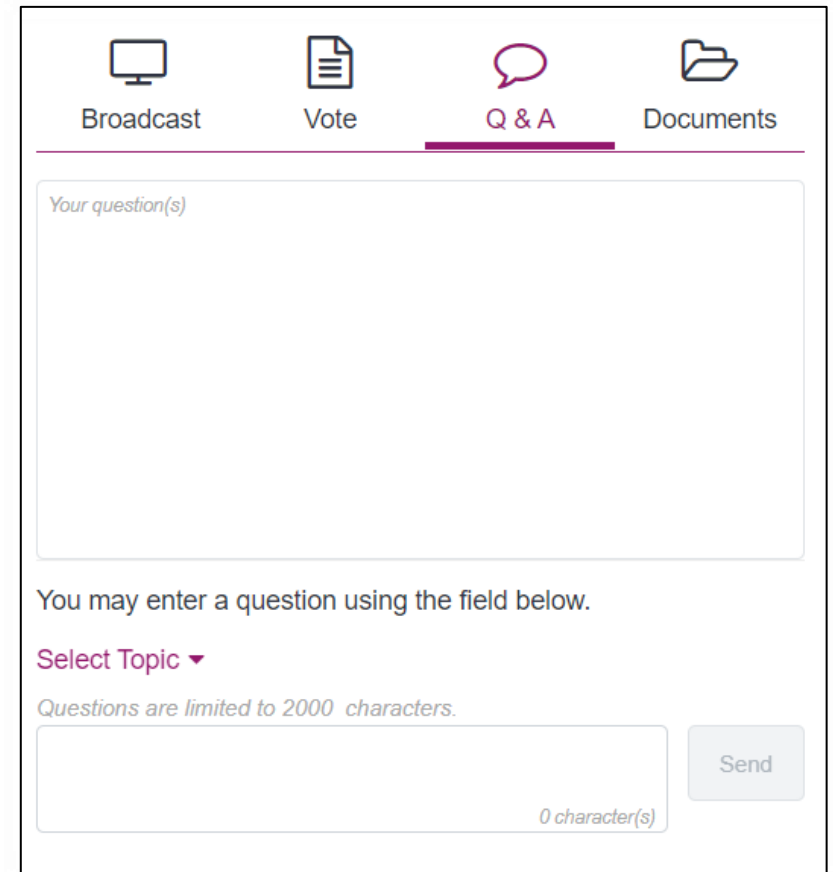


Meeting Formalities



ONLINE ATTENDEES – QUESTION PROCESS

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The screenshot shows a user interface for asking questions. At the top, there are four icons: a monitor for 'Broadcast', a document for 'Vote', a speech bubble for 'Q & A' (which is highlighted with a purple underline), and a folder for 'Documents'. Below the icons is a large text input area with the placeholder text 'Your question(s)'. Underneath this area, there is a smaller text input field with a dropdown arrow, labeled 'Select Topic'. Below the dropdown, there is a note: 'Questions are limited to 2000 characters.' At the bottom right of the form is a 'Send' button. The character count '0 character(s)' is displayed at the bottom right of the smaller text input field.

ORDINARY BUSINESS

Financial Statements and Reports

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

ORDINARY BUSINESS

Resolution 1 – Adoption of the Remuneration Report

To consider and, if thought fit, to pass, the following resolution as a non-binding ordinary resolution:

“That, for the purpose of Section 250R(2) of the Corporations Act, approval is given for the adoption of the Remuneration Report as contained in the Company’s annual report for the financial year ended 30 June 2023.”

PROXY VOTING RESULTS – RESOLUTION 1

		Number	% ²
FOR		49,153,047	74.17
AGAINST		11,552,021	17.43
OPEN	- Nominated Chair ¹	5,521,145	8.33
	- Other Nomination	43,733	0.07
ABSTAIN		35,746	-

1. To be voted in favour of the resolution

2. Of proxies cast

ORDINARY BUSINESS

Resolution 2 – Re-election of Mr David Perlmutter as a Director

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

“That Mr David Perlmutter, who retires by rotation in accordance with clause 14.2 of the Company’s Constitution and, being eligible for re-election, be re-elected as a Director of the Company.”

PROXY VOTING RESULTS – RESOLUTION 2

		Number	% ²
FOR		54,676,839	78.66
AGAINST		9,238,355	13.29
OPEN	- Nominated Chair ¹	5,554,757	7.99
	- Other Nomination	43,733	0.06
ABSTAIN		930,683	-

1. To be voted in favour of the resolution
2. Of proxies cast

ORDINARY BUSINESS

Resolution 3 – Re-election of Mr Ashley Krongold as a Director

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

“That Mr Ashley Krongold, who retires by rotation in accordance with clause 14.2 of the Company’s Constitution and, being eligible for re-election, be re-elected as a Director of the Company.”

PROXY VOTING RESULTS – RESOLUTION 3

		Number	% ²
FOR		57,103,250	81.17
AGAINST		7,693,445	10.94
OPEN	- Nominated Chair ¹	5,510,037	7.83
	- Other Nomination	43,733	0.06
ABSTAIN		93,902	-

1. To be voted in favour of the resolution
2. Of proxies cast

ORDINARY BUSINESS

Resolution 4 – Election of Ms Naomi Simson as a Director

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

“That, Ms Naomi Simson, having been appointed by the Board since the last AGM of the Company, retires in accordance with clause 14.4 of the Company’s Constitution and, being eligible, offers herself for election, be elected as a Director of the Company.”

PROXY VOTING RESULTS – RESOLUTION 4

		Number	% ²
FOR		64,327,564	91.78
AGAINST		195,173	0.28
OPEN	- Nominated Chair ¹	5,523,316	7.88
	- Other Nomination	43,733	0.06
ABSTAIN		354,581	-

1. To be voted in favour of the resolution
2. Of proxies cast

ORDINARY BUSINESS

Resolution 5 – Approval of Issue of Performance Rights to Executive Director and CEO of the Company, Mr Jacob Hanoch

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue up to 350,000 Performance Rights to Mr Jacob Hanoch, or his nominee in the particular circumstances and as described in the Explanatory Memorandum.”

PROXY VOTING RESULTS – RESOLUTION 5

		Number	% ²
FOR		51,521,593	74.85
AGAINST		11,629,597	16.90
OPEN	- Nominated Chair ¹	5,639,368	8.19
	- Other Nomination	43,733	0.06
ABSTAIN		1,265,076	-

1. To be voted in favour of the resolution
2. Of proxies cast

ORDINARY BUSINESS

Resolution 6 – Approval of Issue of Options to Executive Director and CEO of the Company, Mr Jacob Hanoch

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue up to 385,000 Options to Mr Jacob Hanoch, or his nominee in the particular circumstances and as described in the Explanatory Memorandum.”

PROXY VOTING RESULTS – RESOLUTION 6

		Number	% ²
FOR		51,370,303	74.61
AGAINST		11,852,005	17.21
OPEN	- Nominated Chair ¹	5,593,020	8.12
	- Other Nomination	43,733	0.06
ABSTAIN		1,240,306	-

1. To be voted in favour of the resolution
2. Of proxies cast

ORDINARY BUSINESS

Resolution 7 – Approval of Issue of Performance Rights to Non-executive Director of the Company, Mr David Perlmutter

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue up to 300,000 Performance Rights to Mr David Perlmutter, or his nominee in the particular circumstances and as described in the Explanatory Memorandum.”

PROXY VOTING RESULTS – RESOLUTION 7

		Number	% ²
FOR		50,605,786	74.90
AGAINST		11,359,130	16.81
OPEN	- Nominated Chair ¹	5,557,821	8.23
	- Other Nomination	43,733	0.06
ABSTAIN		1,649,397	-

1. To be voted in favour of the resolution
2. Of proxies cast

ORDINARY BUSINESS

Resolution 8 – Approval of Issue of Options to Non-executive Director of the Company, Mr David Perlmutter

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue up to 215,000 Options to Mr David Perlmutter, or his nominee in the particular circumstances and as described in the Explanatory Memorandum.”

PROXY VOTING RESULTS – RESOLUTION 8

		Number	% ²
FOR		50,335,368	74.48
AGAINST		11,584,001	17.14
OPEN	- Nominated Chair ¹	5,623,698	8.32
	- Other Nomination	43,733	0.06
ABSTAIN		1,629,067	-

1. To be voted in favour of the resolution
2. Of proxies cast

ORDINARY BUSINESS

Resolution 9 – Approval of Issue of Performance Rights to Executive Director of the Company, Dr Yoav Nissan-Cohen

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue 150,000 Performance Rights to Dr Yoav Nissan-Cohen, or his nominee in the particular circumstances and as described in the Explanatory Memorandum.”

PROXY VOTING RESULTS – RESOLUTION 9

		Number	% ²
FOR		52,407,460	75.17
AGAINST		11,742,462	16.85
OPEN	- Nominated Chair ¹	5,520,184	7.92
	- Other Nomination	43,733	0.06
ABSTAIN		710,528	-

1. To be voted in favour of the resolution
2. Of proxies cast

ORDINARY BUSINESS

Resolution 10 – Approval of Issue of Options to Executive Director of the Company, Dr Yoav Nissan-Cohen

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue up to 43,000 Options to Dr Yoav Nissan-Cohen, or his nominee in the particular circumstances and as described in the Explanatory Memorandum.”

PROXY VOTING RESULTS – RESOLUTION 10

		Number	% ²
FOR		52,034,566	74.62
AGAINST		11,958,888	17.15
OPEN	- Nominated Chair ¹	5,693,875	8.17
	- Other Nomination	43,733	0.06
ABSTAIN		693,305	-

1. To be voted in favour of the resolution
2. Of proxies cast

ORDINARY BUSINESS

Resolution 11 – Approval of Issue of Performance Rights to Non-executive Director of the Company, Mr Ashley Krongold

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue 90,000 Performance Rights to Mr Ashley Krongold, or his nominee in the particular circumstances and as described in the Explanatory Memorandum.”

PROXY VOTING RESULTS – RESOLUTION 11

		Number	% ²
FOR		47,117,452	68.65
AGAINST		15,904,329	23.17
OPEN	- Nominated Chair ¹	5,576,922	8.12
	- Other Nomination	43,733	0.06
ABSTAIN		757,781	-

1. To be voted in favour of the resolution
2. Of proxies cast

ORDINARY BUSINESS

Resolution 12 – Approval of Issue of Performance Rights to Non-executive Director of the Company, Mr S. Atiq Raza

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue 90,000 Performance Rights to Mr S. Atiq Raza, or his nominee in the particular circumstances and as described in the Explanatory Memorandum.”

PROXY VOTING RESULTS – RESOLUTION 12

		Number	% ²
FOR		52,803,591	75.73
AGAINST		11,360,287	16.29
OPEN	- Nominated Chair ¹	5,520,721	7.92
	- Other Nomination	43,733	0.06
ABSTAIN		716,035	-

1. To be voted in favour of the resolution
2. Of proxies cast

ORDINARY BUSINESS

Resolution 13 – Approval of Issue of Performance Rights to Non-executive Director of the Company, Ms Naomi Simson

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue 90,000 Performance Rights to Ms Naomi Simson, or her nominee in the particular circumstances and as described in the Explanatory Memorandum.”

PROXY VOTING RESULTS – RESOLUTION 13

		Number	% ²
FOR		52,238,474	75.11
AGAINST		11,623,890	16.72
OPEN	- Nominated Chair ¹	5,638,332	8.11
	- Other Nomination	43,733	0.06
ABSTAIN		899,938	-

1. To be voted in favour of the resolution
2. Of proxies cast

ORDINARY BUSINESS

Resolution 14 – Director Fee Pool

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That, in accordance with clause 14.7 of the Company's Constitution, the aggregate amount of remuneration that may be paid in any financial year commencing on or after 1 July 2023 to the Company's Non-executive Directors be increased from \$300,000 to \$1,000,000.”

PROXY VOTING RESULTS – RESOLUTION 14

		Number	% ²
FOR		50,788,505	78.15
AGAINST		8,535,120	13.13
OPEN	- Nominated Chair ¹	5,622,775	8.65
	- Other Nomination	43,733	0.07
ABSTAIN		1,315,559	-

1. To be voted in favour of the resolution
2. Of proxies cast

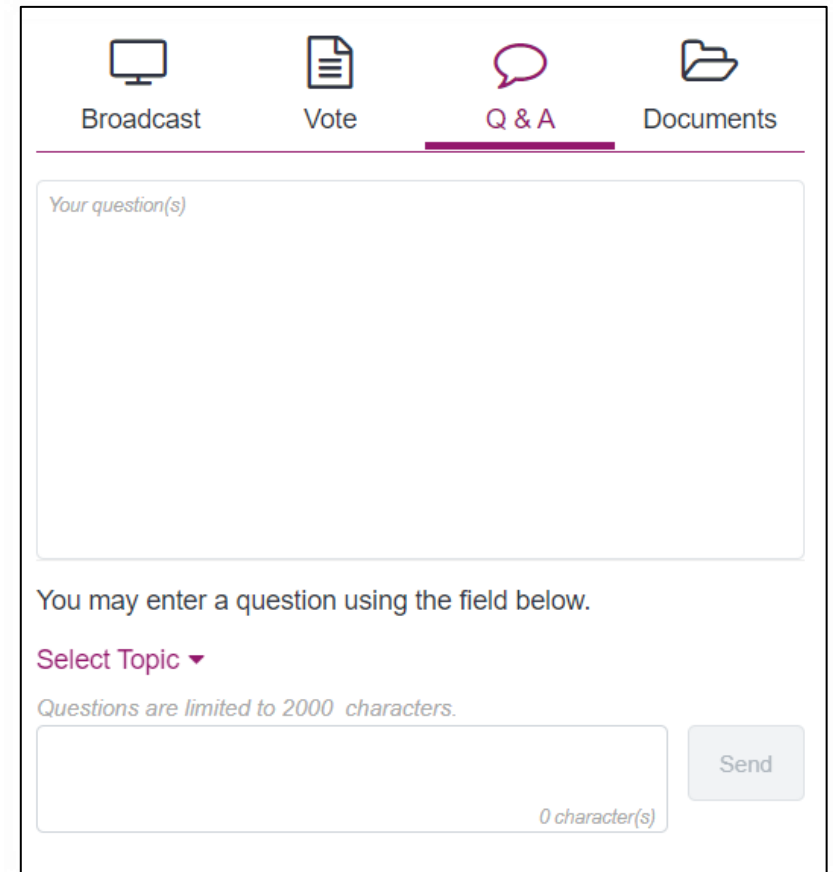
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ONLINE ATTENDEES – QUESTION PROCESS

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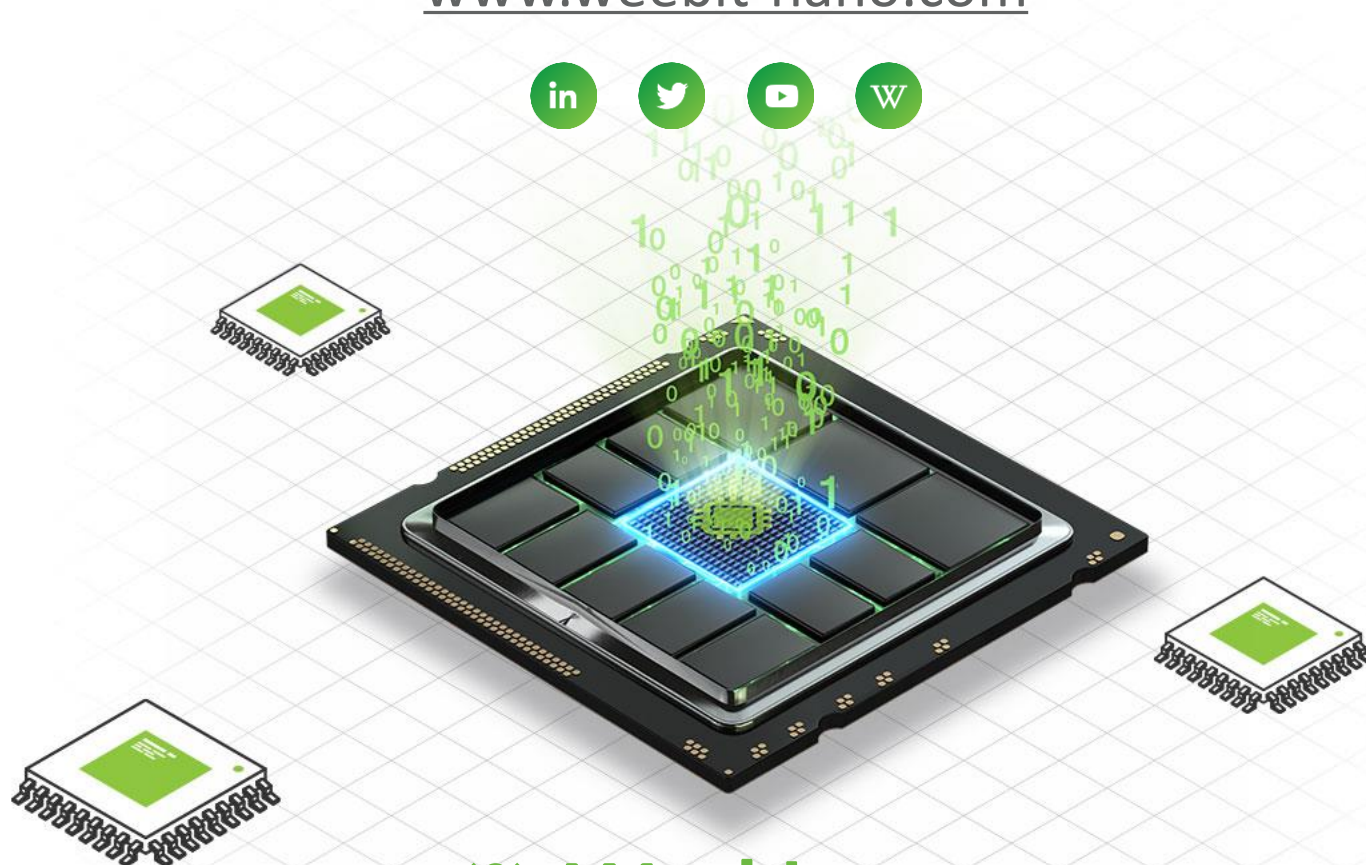
The screenshot displays the 'Q & A' section of the online attendees interface. At the top, there are four navigation icons: 'Broadcast' (monitor), 'Vote' (document), 'Q & A' (speech bubble), and 'Documents' (folder). The 'Q & A' icon is highlighted with a purple underline. Below the navigation bar is a large text input area with the placeholder text 'Your question(s)'. Underneath this area, there is a smaller text input field with the placeholder text 'Select Topic' and a downward arrow. Below the 'Select Topic' field, there is a note: 'Questions are limited to 2000 characters.' At the bottom right of the form, there is a 'Send' button and a character count indicator showing '0 character(s)'.

CEO Presentation



Thank You!

www.weebit-nano.com



 **Weebitnano**
THE NEXT NVM IS HERE