



Monday, 16 October 2023

Notice of 2023 Annual General Meeting and Proxy Form

Wrkr Ltd (ASX: WRK) releases a Shareholder Access Notice, Notice of 2023 Annual General Meeting and Proxy Form.

The attached documents have been authorised for release by the Board.



16 October 2023

Annual General Meeting

An Annual General Meeting of Shareholders of Wrkr Ltd (Company) will be held at the offices of Grant Thornton Australia at Level 17, 383 Kent Street, Sydney, NSW 2000 at 11.00am (Sydney time) on Thursday 16 November 2023.

The Notice of Annual General Meeting can be viewed and downloaded at the Company's Investor Hub at <https://wrk.investorhub.com/>.

A complete copy of the Notice of Annual General Meeting has also been posted to the Company's ASX market announcements page under the Company's ASX code "WRK".

The Notice of Annual General Meeting includes information on participating in the meeting and the business to be considered at the meeting.

Shareholders should monitor the Company's website and ASX announcements where updates will be provided if it becomes necessary or appropriate to make alternative arrangements for the holding or conduct of the meeting.

If you are unable to attend the meeting, we encourage you to submit a proxy form as early as possible. Instructions for lodgement of proxies are in the Notice of Annual General Meeting. Proxy forms must be lodged by 11.00am (Sydney time) on Tuesday 14 November 2023.

If you are unable to access the Notice of Annual General Meeting online or you have questions regarding submission of your proxy, please contact the Company's share registry, Boardroom Pty Ltd on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia).

Yours sincerely,

A handwritten signature in black ink, appearing to be "Emma Dobson", written over a series of horizontal lines.

Emma Dobson
Non-Executive Chair
E: emma.dobson@wrkr.com.au

Authorised by the Board



NOTICE OF ANNUAL GENERAL MEETING

WRKR LTD

ACN 611 202 414

11.00am (Sydney time)

Thursday 16 November 2023

To be held at the offices of Grant Thornton Australia
at Level 17, 383 Kent Street, Sydney, NSW 2000

This Notice of Annual General Meeting should be read in its entirety. If you are in doubt as to how you should vote, you should seek advice from your professional adviser.

Should you have any questions or comments in relation to this Notice of Annual General Meeting, please email the Company at investorrelations@wrkr.com.au.

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GENERAL INFORMATION

VENUE

The Annual General Meeting of the Shareholders of Wrkr Ltd (**Company**) ACN 611 202 414 to which this Notice of Annual General Meeting relates will be held at the offices of Grant Thornton Australia at Level 17, 383 Kent Street, Sydney, New South Wales 2000 at 11.00am (Sydney time) on Thursday 16 November 2023.

Any Shareholders who wish to attend the Annual General Meeting should monitor the Company's website and its ASX announcements for any updates about the Annual General Meeting. If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the meeting, the Company will make further information available through the ASX website at asx.com.au (ASX: WRK) and on its website.

OPPORTUNITY TO ASK QUESTIONS

The Annual General Meeting is an opportunity to ask questions of the Board and management on the items of business before the Annual General Meeting and the management of the Company or questions of the auditor on the conduct of the audit and the auditor's report.

Shareholders are encouraged to direct questions to the Company or auditor at investorrelations@wrkr.com.au so that they are received no later than 7.00pm Tuesday, 14 November 2023. Please use the email subject "AGM Question". Questions may also be asked in person during the Annual General Meeting.

YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding and your vote is important.

The Company intends to conduct a poll on the Resolutions set out in the Notice of Annual General Meeting.

VOTING IN PERSON AND BY PROXY

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

You have the right to appoint a proxy of your choice. The proxy need not be a Shareholder. If you are entitled to vote two or more votes you may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If you appoint two proxies and the appointment does not specify the proportion or number of your votes, then each proxy may exercise half of the votes.

Completed Proxy Forms may be lodged as follows:

Online:

Step 1: Visit <https://www.votingonline.com.au/wkragm2023>

Step 2: Enter your Postcode (if within Australia) OR Country of Residence (if outside Australia)

Step 3: Enter your Voting Access Code (VAC) – as contained in attached Proxy Form

Step 4: Follow the prompts to vote on each Resolution.

By Mail to: Boardroom Pty Limited

GPO Box 3993

Sydney NSW 2001 Australia

In Person: Boardroom Pty Limited

Level 8, 210 George Street

Sydney NSW 2000 Australia

By fax: +61 2 9290 9655

Your proxy must be received by 11.00am (Sydney time) on Tuesday 14 November 2023.

Proxy Forms and appointments received later than the above time will be invalid.



LETTER FROM THE CHAIR

Dear Shareholder

I am pleased to invite you to the Annual General Meeting of the Company which will be held at the offices of Grant Thornton Australia at Level 17, 383 Kent Street, Sydney, New South Wales 2000 on Thursday 16 November 2023, commencing at 11.00am (Sydney time).

The following pages contain details of the items of business that you have the opportunity to vote on at the Annual General Meeting.

The Board encourages you to vote in favour of all of the Resolutions.

I look forward to welcoming you at the Annual General Meeting. If you are unable to attend, please ensure that you lodge a proxy by the required date and time.

Yours sincerely,

A handwritten signature in black ink, appearing to be "Emma Dobson", written over a series of horizontal lines.

Emma Dobson
Non-Executive Chair

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of the Company will be held at the offices of Grant Thornton Australia at Level 17, 383 Kent Street, Sydney, New South Wales 2000 at 11.00am (Sydney time) on Thursday 16 November 2023.

The Explanatory Statement to this Notice of Annual General Meeting provides information on matters to be considered at the Annual General Meeting and includes a glossary of defined terms. The Explanatory Statement, General Information section and the Proxy Form are part of this Notice of Annual General Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 7pm (Sydney time) on Tuesday 14 November 2023.

AGENDA

ORDINARY BUSINESS

FINANCIAL STATEMENTS AND REPORTS

To consider the financial statements of the Company for the financial year ended 30 June 2023 together with the declaration of the Directors, the Directors' report, the remuneration report and the auditor's report.

RESOLUTION 1 – REMUNERATION REPORT

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

“That the remuneration report as contained in the Directors' report of the Company for the financial year ended 30 June 2023 be adopted.”

Voting exclusion

As required by the Corporations Act, the Company will in accordance with section 250R, disregard any votes cast on Resolution 1 by or on behalf of a member of the key management personnel for the Company details of whose remuneration are included in the remuneration report, or a closely related party of any such a member. However, the Company need not disregard such a vote if the vote is not cast on behalf of such a person and is cast:

- (a) as a proxy by writing that specifies how the person is to vote on the Resolution; or*
- (b) by the chair of the meeting as a proxy, and the appointment does not specify the way the proxy is to vote and expressly authorises the chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company.*

The term “closely related party” in relation to a member of the key management personnel includes a spouse, child, dependent and certain other close family members as well as any companies controlled by the member.

RESOLUTION 2 – RE-ELECTION OF DIRECTOR – PAUL COLLINS

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

“That Paul Collins, who retires in accordance with Clause 13.3(b) of the Company's Constitution and being eligible, offers himself for re-election, be re-elected a Director.”

SPECIAL BUSINESS

RESOLUTION 3 – APPROVAL OF ISSUE OF SECURITIES UNDER ASX LISTING RULE 7.1A

To consider and, if thought fit, to pass the following Resolution as a **special resolution**:

“That, pursuant to and for the purposes of ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of (or the entry into agreements to issue) equity securities representing up to 10% of the issued capital of the Company (calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or by an associate of those persons. However, this does not apply to a vote cast in favour of Resolution 3 by:

- (a) a person as proxy or attorney 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 in that way; or*
- (b) the 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; or*
- (c) the holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
 - a. 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*
 - b. the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

RESOLUTION 4 – APPROVAL OF EMPLOYEE SECURITIES INCENTIVE PLAN

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

“That the Company’s Employee Securities Incentive Plan be approved by the Company for all purposes and that approval be given in accordance with ASX Listing Rule 7.2 Exception 13(b) for the issue of securities from time to time under the Employee Securities Incentive Plan as an exception to the rule in ASX Listing Rule 7.1 and for all other purposes.”

Voting Exclusions

As required by the ASX Listing Rules, the Company will disregard any votes cast in favour of Resolution 4 by or on behalf of any person who is eligible to participate in the Employee Securities Incentive Plan or by an associate of those persons. However, this does not apply to a vote cast in favour of Resolution 4 by:

- (a) a person as proxy or attorney 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 in that way; or*
- (b) the 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; or*

- (c) *the holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
 - a. *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*
 - b. *the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

As required by the Corporations Act, no member of the Company's key management personnel or a closely related party of any such member may vote as proxy on Resolution 4 unless:

- (a) *the person votes as proxy appointed by writing that specifies how the person is to vote on Resolution 4; or*
- (b) *the person is the chair of the meeting and votes as a proxy appointed by writing that expressly authorises the chair to vote on Resolution 4 even though that resolution is connected with the remuneration of a member of the Company's key management personnel.*

RESOLUTION 5 – RATIFICATION OF PRIOR PERFORMANCE RIGHTS ISSUE

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

"That for the purposes of ASX Listing Rule 7.4 and all other purposes, approval is given for the ratification of the prior issue of 12,000,000 Class A Performance Rights to certain staff members of the Company under the Company's Employee Securities Incentive Plan, as detailed in the Explanatory Statement."

Voting Exclusions

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of Resolution 5 by or on behalf of a person who participated in the issue or an associate of that person. However, this does not apply to a vote cast in favour of Resolution 5 by:

- (a) *a person as proxy or attorney 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 in that way; or*
- (b) *the 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; or*
- (c) *the holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
 - a. *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*
 - b. *the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

As required by the Corporations Act, no member of the Company's key management personnel or a closely related party of any such member may vote as proxy on Resolution 5 unless:

- (a) *the person votes as proxy appointed by writing that specifies how the person is to vote on Resolution 5; or*

- (b) *the person is the chair of the meeting and votes as a proxy appointed by writing that expressly authorises the chair to exercise the proxy even though that resolution is connected with the remuneration of a member of the Company's key management personnel.*

RESOLUTION 6 – APPROVAL OF TERMINATION BENEFITS

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

“That, for the purposes of sections 200B and 200E of the Corporations Act 2001 (Cth) and for all other purposes, approval is given for the giving of benefits by the Company or any of its related bodies corporate under the Company's Employee Incentive Plans to persons who hold or during the three years prior to their retirement held a managerial or executive office in the Company or a related body corporate (or to a spouse, relative or associate of such persons), in connection with the relevant person ceasing to hold a managerial or executive office in the Company or a related body corporate, as set out in the Explanatory Statement.”

Voting Exclusions

As required by the Corporations Act, no votes on Resolution 6 may be cast (in any capacity) by or on behalf of any person who may be entitled to receive a benefit in connection with that person's retirement from office or position of employment, the subject of Resolution 6, or an associate of such a person, except where there is a permitted proxy vote.

A vote is a permitted proxy vote where it is:

- (a) *cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the resolution; and*
- (b) *not cast on behalf of the retiree or an associate of the retiree.*

Also as required by the Corporations Act, no member of the Company's key management personnel or closely related party of any such member may vote as proxy on Resolution 6 unless the person votes as proxy appointed by writing that specifies how the person is to vote on Resolution 6.

RESOLUTION 7 – GRANT OF PERFORMANCE RIGHTS TO DIRECTOR

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

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the grant to Emma Dobson of 3,300,000 Class B Performance Rights under the Company's Employee Securities Incentive Plan and the issue of Shares on conversion of those Class B Performance Rights, as described in the Explanatory Statement.”

Voting Exclusions

The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Company's Employee Securities Incentive Plan or by an associate of those persons. However, this does not apply to a vote cast in favour of Resolution 7 by:

- (a) *a person as proxy or attorney 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 in that way; or*
- (b) *the 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; or*

- (c) *the holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
 - a. *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*
 - b. *the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

As required by the Corporations Act, no member of the Company's key management personnel or a closely related party of any such member may vote as proxy on Resolution 7 unless:

- (a) *the person votes as proxy appointed by writing that specifies how the person is to vote on Resolution 7; or*
- (b) *the person is the chair of the meeting and votes as a proxy appointed by writing that expressly authorises the chair to exercise the proxy even though that resolution is connected with the remuneration of a member of the Company's key management personnel.*

GENERAL INFORMATION ON PROXY VOTING

It is the intention of the Chair to vote eligible undirected proxies in favour of all Resolutions if the Chair is permitted to do so by the Corporations Act.

In respect of Resolutions 1, 4, 5 and 7, the Proxy Form contains an express authorisation for the Chair to exercise undirected proxies even though this Resolution is connected directly or indirectly with the remuneration of a member of key management personnel.

Those Shareholders appointing a proxy who do not want the Chair to cast their vote in favour of a Resolution should:

- (a) appoint the Chair as proxy with a direction to cast votes in the manner directed; or
- (b) appoint a person other than the Chair as proxy with or without a direction to cast votes 'for', 'against' or to 'abstain' from voting on the Resolution (as the Shareholder considers appropriate).

DATED: 16 October 2023

BY ORDER OF THE BOARD



Emma Dobson
NON-EXECUTIVE CHAIR

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at the offices of Grant Thornton Australia at Level 17, 383 Kent Street, Sydney, New South Wales 2000 on Thursday 16 November 2023 at 11.00am (Sydney time).

The purpose of this Explanatory Statement is to provide information to assist Shareholders in deciding whether or not to pass the Resolutions in the Notice of Annual General Meeting.

FINANCIAL STATEMENTS AND REPORTS

The business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2023 together with the declaration of the Directors, the Directors' report, the remuneration report and the auditor's report.

RESOLUTION 1 – REMUNERATION REPORT

The remuneration report as set out in the Directors' report in the Company's 2023 Annual Report must be put to the vote for its adoption in accordance with section 250R(2) of the Corporations Act. The vote on this resolution is advisory only and does not bind the Directors or the Company.

The remuneration report sets out the Company's remuneration arrangements for the Directors and key management personnel of the Company. The remuneration report is part of the Directors' report for the financial year ended 30 June 2023. The 2023 Annual Report of the Company (containing the remuneration report) is available on the Company's website at <https://wrk.investorhub.com/>.

Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions about, or make comments on, the remuneration report.

If at least 25% of the votes cast are against the adoption of the remuneration report at this Annual General Meeting, and then again at the following annual general meeting, the Company will be required to put a resolution to the later annual general meeting to approve calling a further general meeting (**spill resolution**). If 50% or more of eligible votes cast are in favour of the spill resolution, the Company must convene a general meeting (**spill meeting**) within 90 days of the later annual general meeting. All of the Directors (other than the Managing Director) who were in office when the Directors' report considered at the later annual general meeting was approved, will need to stand for re-election at the spill meeting.

RESOLUTION 2 – RE-ELECTION OF DIRECTOR – PAUL COLLINS

Each Director of the Company was re-elected as a Director at the Company's 2021 annual general meeting. Clause 13.3(b) of the Company's Constitution requires that there must be an election of Directors at each annual general meeting of the Company. In accordance with this clause, it was decided by lot that Mr Collins will be the Director to retire for re-election at the 2023 Annual General Meeting.

Therefore, Mr Collins retires pursuant to clause 13.3(b) of the Constitution and, being eligible, offers himself for re-election.

Mr Collins was first appointed to the Board on 19 October 2018.

Mr Collins commenced his career with IBM in 1982. After 3 years he started his own consulting business working in a state government agency and large corporations primarily in software development and implementation roles. This included 7 years at IOOF ultimately in the Development Manager's role.

Over the last 25 years, Mr Collins has been extensively involved in the start-up and subsequent ASX listing of 2 successful FinTech companies. A co-founder of IWL in 1997, he was an Executive Director of the

company from its inception, through its listing in 1999 before leaving in 2004. Later in 2004, Mr Collins was a co-founder and Executive Director of Managed Accounts Holdings Ltd (later called Xplore Wealth Limited) which listed on the ASX in 2014.

Mr Collins is currently a Non-Executive Director of ReadCloud Limited which listed on the ASX in 2018 (ASX:RCL).

The qualifications of Mr Collins are BSc Applied Science (Computer Science) and he is a Graduate of the Australian Institute of Company Directors.

Mr Collins (and associated entities) was a substantial Shareholder of the Company until January 2021. His current percentage interest in the Company's share capital is 3.5%. However, the Board does not consider that this shareholding might interfere or might reasonably be seen to interfere with his capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company and its security holders generally. The Board considers that his shareholding helps to align his interests with those of other Shareholders.

In March 2022, Mr Collins and another Director provided an unsecured loan facility to the Company of \$600,000 on commercial terms. No funds were drawn down by the Company under this facility and the loan was released in September 2022. The Board does not consider that this released facility might interfere or might reasonably be seen to interfere with Mr Collins' capacity to bring an independent judgement to bear on issues before the Board.

An entity controlled by Mr Collins holds 500,000 convertible notes issued by the Company. The full terms of these notes were set out in the Company's Notice of 2022 Annual General Meeting. Given the quantum of the convertible notes, the Board does not consider that these convertible notes might interfere or might reasonably be seen to interfere with Paul Collins' capacity to bring an independent judgement to bear on issues before the Board.

As such, he is considered an independent Director by the Board.

Recommendation

The Directors support the re-election of Mr Collins. They (other than Mr Collins) recommend that Shareholders vote in favour of Resolution 2 due to Mr Collins' listed company experience with fintech companies and his deep understanding of the operations of the Company.

RESOLUTION 3 – APPROVAL OF ISSUE OF SECURITIES UNDER ASX LISTING RULE 7.1A

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.

Under ASX Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

Resolution 3 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in ASX Listing Rule 7.1A to issue equity securities without Shareholder approval (**Additional Placement Capacity**). The exact number of equity securities to be issued is not fixed and will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (see below).

If Resolution 3 is passed, the Company will be able to issue equity securities up to the combined 25% limit in ASX Listing Rule 7.1 and 7.1A without any further Shareholder approval.

If Resolution 3 is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without Shareholder approval provided for in ASX Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in ASX Listing Rule 7.1.

Relevant Requirements of ASX Listing Rule 7.1A

(a) Eligible entities

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity for these purposes.

(b) Shareholder approval

The Additional Placement Capacity must be approved by special resolution at an annual general meeting. A resolution under ASX Listing Rule 7.1A cannot be put at any other Shareholder meeting. As a special resolution, Resolution 3 requires approval of 75% of the votes cast by Shareholders present and eligible to vote.

(c) Equity Securities

Equity securities issued under the Additional Placement Capacity must be in the same class as an existing class of equity securities of the Company that are quoted on ASX and must be issued for a cash consideration. As at the date of this Notice of Annual General Meeting, the Company has only one class of equity securities quoted on ASX, being fully paid ordinary shares.

(d) Formula for calculating number of Equity Securities that may be issued under the Additional Placement Capacity

If Resolution 3 is passed, the Company may issue or agree to issue, during the period of approval, the number of equity securities calculated in accordance with the following formula in ASX Listing Rule 7.1A.2:

(AxD)-E

Where:

A	The number of fully paid ordinary securities on issue 12 months before the date of issue or agreement to issue: <ul style="list-style-type: none">plus the number of ordinary securities to be added as set out in ASX Listing Rule 7.1; andless the number of fully paid ordinary securities cancelled in the relevant period.
D	10%
E	The number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under ASX Listing Rule 7.4.

Information for Shareholders as required by ASX Listing Rule 7.3A

In accordance with ASX Listing Rule 7.3A, information is provided in relation to the Additional Placement Capacity as follows:

(a) Minimum price

The issue price of the new equity securities will be no lower than 75% of the volume weighted average price (**VWAP**) for securities in the relevant quoted class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- the date on which the price of the equity securities to be issued is agreed by the entity and the recipient of the securities; or
- if the equity securities are not issued within 10 trading days of the date above, the date on which the equity securities are issued.

(b) Risk of economic and voting dilution

If Resolution 3 is passed and the Company issues equity securities under the Additional Placement Facility, existing Shareholders' economic interests may be diluted if the equity securities are issued at a discount. Further, existing Shareholders' voting power in the Company will be diluted as shown in the table below, by up to 9.09%.

There is a risk that:

- the market price for the Company's existing equity securities may be significantly lower on the date of issue of the new equity securities than on the date of the Shareholder approval at the Annual General Meeting; and
- the new equity securities may be issued at a price that is at a discount to the market price of the Company's existing equity securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the new equity securities, and also on the Company's Share price post issue of the equity securities.

The following table shows the dilution of existing Shareholders on the basis of the current market price of the Shares and the current number of Shares as at the date of this Notice of Annual General Meeting for variable "A".

The table also shows:

- two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of Shares the Company has on issue as at the date of this Notice of Annual General Meeting. The number of Shares may increase as a result of issues of Shares that do not require Shareholder approval (for example a pro rata entitlement issue or scrip issued under a takeover offer) or future placements under ASX Listing Rule 7.1 that are approved by Shareholders in the future; and
- two examples of where the issue price of Shares has decreased by 50% and increased by 50% as against the current market Share price (which, for the purposes of this table, is \$0.029 as at 4 October 2023).

Variable 'A' in ASX Listing Rule 7.1A.2		Dilution		
		\$0.0145	\$0.029	\$0.0435
		Assuming 50% decrease in Issue Price	Issue Price	Assuming 50% increase in Issue Price
Current Variable A (1,271,589,025 Shares)	Number of Shares that could be issued under the Additional Placement Capacity (10%)	127,158,902 Shares	127,158,902 Shares	127,158,902 Shares
	Funds raised	\$1,843,804	\$3,687,608	\$5,531,412
50% increase in current Variable A (1,907,383,537 Shares)	Number of Shares that could be issued under the Additional Placement Capacity (10%)	190,738,353 Shares	190,738,353 Shares	190,738,353 Shares
	Funds raised	\$2,765,706	\$5,531,412	\$8,297,118
100% increase in current Variable A (2,543,178,050 Shares)	Number of Shares that could be issued under the Additional Placement Capacity (10%)	254,317,805 Shares	254,317,805 Shares	254,317,805 Shares
	Funds raised	\$3,687,608	\$7,375,216	\$11,062,824

This table has been prepared on the following assumptions:

- The Company issues the maximum number of equity securities available under the Additional Placement Capacity.
- No Options or Performance Rights are exercised into Shares before the date of the issue of the

equity securities under the Additional Placement Capacity.

- The table does not show an example of the economic dilution that may be caused to a particular Shareholder's shareholding by reason of placements under the Additional Placement Capacity, based on that Shareholder's holding at the date of the Annual General Meeting.
- The table shows only the effect of issues of equity securities under ASX Listing Rule 7.1A on the basis of the Company's current issued share capital, not under the 15% placement capacity under ASX Listing Rule 7.1.
- The issue of equity securities under the Additional Placement Capacity consists only of Shares.
- The issue price is assumed to be the Share price of \$0.029 at market close on 4 October 2023 (rather than being based on the 15 day VWAP).
- In each case, an issue of the maximum number of Shares under the Additional Placement Capacity would dilute the Shareholders as at the date immediately prior to the issue by up to 9.09%. For example, based on the current number of Shares, existing Shareholders would have 1,271,589,025 votes out of a total post-issue number of Shares of 1,398,747,927, representing 90.9% of the post-issue total number of Shares (or a dilution of 9.09%).

(c) Placement Period

Shareholder approval of the Additional Placement Capacity under ASX Listing Rule 7.1A is valid from 16 November 2023 (the date of the Annual General Meeting) and expires on the first to occur of:

- the date that is 12 months after the date of the Annual General Meeting (being 16 November 2024);
- the time and date of the Company's next Annual General Meeting; and
- the time and date of the approval by Shareholders of a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of main undertaking);

(the **Placement Period**).

(d) Purposes for which the new equity securities may be issued

The Company may seek to issue new equity securities for cash consideration to raise funds for growth initiatives and business development opportunities, 'business as usual' software development, customer acquisition and/or for general working capital.

(e) Allocation policy

The Company's allocation policy for the issue of new equity securities under the Additional Placement Capacity will depend on the market conditions existing at the time of the proposed issue. The allottees will be determined at the relevant time having regard to factors such as:

- the purpose of the issue;
- the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing Shareholders can participate and other forms of equity and debt financing;
- the effect of the issue of new equity securities on the control of the Company;
- the circumstances of the Company, including, but not limited to, the financial situation of the Company; and
- advice from corporate, financial and broking advisers (as relevant).

As at the date of this Notice of Annual General Meeting the allottees are not known but may include existing substantial Shareholders and/or new Shareholders. No allottee under the Additional Placement Capacity is intended to be a related party or an associate of a related party. Existing Shareholders may or may not be entitled to subscribe for any equity securities issued under the Additional Placement Capacity and it is possible that their shareholding will be diluted.

The Company will comply with the disclosure obligations under ASX Listing Rule 7.1A.4 on the issue of any new equity securities.

(f) Details of equity securities issued under earlier placement capacity approval

The Company has not issued or agreed to issue any equity securities under ASX Listing Rule 7.1A.2 in the 12 months preceding the date of the Annual General Meeting.

(g) Voting exclusion

A voting exclusion statement is included in this Notice of Annual General Meeting.

However, as at the date of this Notice of Annual General Meeting, the Company is not proposing to make an issue of equity securities under ASX Listing Rule 7.1A.2 and the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in any proposed issue of equity securities under the proposed Additional Placement Capacity. It is therefore intended that no existing Shareholder's votes will be excluded under the voting exclusion in the Notice of Annual General Meeting.

Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 3.

RESOLUTION 4 – APPROVAL OF EMPLOYEE SECURITIES INCENTIVE PLAN

The Company adopted a new Employee Securities Incentive Plan (**ESIP**) by resolution of the Board on 27 July 2023. The ESIP was adopted to comply with the new employee share scheme regime in Division 1A of Part 7.12 of the Corporations Act and allow a broader range of securities to be granted than allowed under the Company's existing ESOP.

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 shares it had on issue at the start of that period. ASX Listing Rule 7.1A permits eligible entities which have obtained shareholder approval by special resolution to issue equity securities representing up to an additional 10% of their issued capital by placements over a 12 month period after the annual general meeting. The Company is seeking Shareholder approval under ASX Listing Rule 7.1A under Resolution 3 of this Notice.

ASX Listing Rule 7.2 Exception 13(b) excludes from the restrictions in ASX Listing Rules 7.1 and 7.1A an issue of securities under an employee incentive scheme if within 3 years before the issue date the holders of the Company's ordinary securities have approved the issue of securities under the scheme as an exception to ASX Listing Rule 7.2.

Accordingly, this Resolution 4 seeks Shareholder approval for the purposes of ASX Listing Rule 7.2 Exception 13(b).

If Resolution 4 is passed, grants of equity securities under the Company's ESIP in the 3 years following the approval, and the issue of any underlying Shares on the exercise or conversion of such equity securities (up to the maximum limits identified below), will not count towards the percentage limits described above.

If Resolution 4 is not passed, the Company will need to use its capacity under ASX Listing Rule 7.1 in order to grant equity securities under the ESIP and the issue of the underlying Shares on the exercise or conversion of such securities.

The maximum number of equity securities proposed to be issued under the ESIP following Shareholder approval of Resolution 4 is 75,000,000 Convertible Securities (and the issue of a maximum number of 75,000,000 Shares either by way of the exercise or conversion of Convertible Securities or otherwise as a direct issue of Shares).

The maximum numbers are not intended to be a prediction of the actual number of equity securities to be issued under the ESIP. It is simply a ceiling for the purposes of ASX Listing Rule 7.2 (Exception 13(b)).

As at the date of this Notice of Annual General Meeting, there have been 12,000,000 Performance Rights issued by the Company under the ESIP since it was adopted by the Company by resolution of the Board in July 2023.

A summary of the terms of the ESIP is set out in Appendix A.

Voting restrictions in respect of this Resolution are set out in the Notice of Annual General Meeting, which this Explanatory Statement accompanies.

Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 4.

RESOLUTION 5 – RATIFICATION OF PRIOR PERFORMANCE RIGHTS ISSUE

Background

On 4 October 2023 (**Issue Date**), the Company granted 12,000,000 Class A Performance Rights to certain staff members under the ESIP (**Staff Performance Rights**).

A summary of the terms of the new ESIP is set out in Appendix A and a summary of the terms of the Class A Performance Rights is set out in Appendix B.

ASX Listing Rules

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 shares it had on issue at the start of that period.

The issue of the Staff Performance Rights does not fall within any of these exceptions and as it has not yet been approved by the Company's Shareholders, it effectively uses up the 15% limit in ASX Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under ASX Listing Rule 7.1 for the 12 month period following the 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 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 issues under ASX Listing Rule 7.1.

To this end, Resolution 5 seeks Shareholder approval to ratify the issue of the Staff Performance Rights for the purposes of ASX Listing Rule 7.4 and for all other purposes.

If Resolution 5 is passed, the issue of the Staff Performance Rights will be excluded in calculating the Company's 15% limit in 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 5 is not passed, the issue of the Staff Performance Rights 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.

ASX Listing Rule 7.5 requires the following information to be provided to Shareholders:

- (a) the Staff Performance Rights were granted to certain staff members of the Company. These staff members were selected as they have critical roles with the Company. It was determined by the Board to issue the Staff Performance Rights to reward, retain and motivate these key staff members to promote the continued performance and motivation of these staff members in their roles;
- (b) the number of Staff Performance Rights issued was 12,000,000;
- (c) a summary of the material terms of the Staff Performance Rights (being Class A Performance Rights) is set out in Appendix B of this Notice and a summary of the terms of the ESIP is set out in Appendix A of this Notice;
- (d) the Staff Performance Rights were issued on 4 October 2023;
- (e) the Staff Performance Rights were issued for nil consideration and there is no fee payable on conversion or exercise of the Staff Performance Rights. Therefore, no funds will be raised from the grant or conversion of the Staff Performance Rights;
- (f) the purpose of the issue of the Staff Performance Rights is to:
 - (i) assist in the reward, retention and motivation of the relevant staff members;
 - (ii) link the reward of relevant staff members to shareholder value creation; and
 - (iii) align the interests of the relevant staff members with shareholders, by providing an opportunity to staff members to receive an equity interest in the Company in the form of securities; and
- (g) Resolution 5 is subject to a voting exclusion statement (see the Notice of General Meeting).

Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 5.

RESOLUTION 6 – APPROVAL OF TERMINATION BENEFITS

Background

Under section 200B of the Corporations Act, the Company must not give a person a benefit in connection with a person's retirement from an office, or position of employment, in the Company or its related bodies corporate (**Group Company**) if:

- (a) the office or position is a managerial or executive office; or
- (b) the person has, at any time during the last three years before their retirement, held a managerial or executive office in a Group Company,

unless Shareholder approval is obtained under section 200E of the Corporations Act for the giving of the benefit (or if a specified exception applies).

A “benefit” is defined broadly in the Corporations Act to include a payment or other valuable consideration. It also includes the accelerated or automatic vesting of share-based payments on or as a result of retirement from an office or position.

Having regard to the potentially wide application of the restriction under section 200B of the Corporations Act, the Board considers it to be appropriate and prudent to seek Shareholder approval under sections 200B and 200E of the Corporations Act, so that termination benefits may be provided to relevant executives under the Company’s Employee Incentive Plans without breach of the Corporations Act.

Who does the approval relate to?

Approval is being sought in respect of any current or future person who, at the time of his or her cessation from his or her office or employment, or at any time during the last three years before his or her cessation from his or her office or employment, held a managerial or executive office in a Group Company (**Relevant Executives**). This includes members of the Company’s key management personnel.

What is the Company seeking approval for?

Shareholder approval is sought for the purposes of sections 200B and 200E of the Corporations Act for termination benefits given under the Employee Incentive Plans to the Relevant Executives in connection with their cessation of employment with a Group Company. The potential termination benefits will relate to the treatment of securities granted under the Employee Incentive Plans including the lapsing and vesting of securities and the timing of lapsing and vesting of securities of Relevant Executives who cease their office or employment with a Group Company.

What is the value of the potential termination benefits?

Under section 200E of the Corporations Act, when seeking shareholder approval of a termination benefit, shareholders must be given details of the amount or value of the proposed payment or benefit, or if that amount or value cannot be ascertained at the time of disclosure, the manner in which that amount or value is to be calculated and any matter, event or circumstance that will, or is likely to, affect the calculation of that amount or value.

The value of potential termination benefits under the Employee Incentive Plans cannot be ascertained in advance, as the benefits are dependent on a number of matters which will likely affect calculation of the value. The following are matters, events and circumstances which will, or are likely to, affect the calculation of the amount or value of the potential termination benefits that may be given under the Employee Incentive Plans:

- (a) the circumstances of the Relevant Executive’s cessation of employment (for example, whether the cessation of employment arises due to termination by the Group Company or the Relevant Executive, and for what reason);
- (b) the number of securities held by the Relevant Executive at the time of cessation of employment;
- (c) any applicable performance, vesting or exercise conditions and the achievement of such conditions;
- (d) if any performance conditions are applicable, the personal performance of the Relevant Executive;
- (e) the portion of the performance period served by the Relevant Executive up to the cessation of employment;
- (f) the market price of the Company’s Shares on the Australian Securities Exchange at the relevant time;
- (g) the exercise price of the Relevant Executive’s securities (if any); and

- (h) any other factors that the Board considers to be relevant.

The value of potential termination benefits that may be given to Relevant Executives under the Employee Incentive Plans will be calculated considering these factors.

Approval is sought for a three year period

If approval of Resolution 6 is obtained, it will be effective from the date of this meeting until the conclusion of the Company's 2026 Annual General Meeting. This means that the approval will apply in respect of any termination of a Relevant Executive during that period.

Shareholder approval under this Resolution 6 does not relieve a Director of any of his director's duties to the Company. In addition, approval under this Resolution 6 does not relieve the Company of any obligation to comply with the requirements of the ASX Listing Rules in relation to any proposed change to the terms of Options.

Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 6.

RESOLUTION 7 – GRANT OF PERFORMANCE RIGHTS TO DIRECTOR

ASX Listing Rule 10.11 requires a listed entity to obtain shareholder approval for the issue of securities to related parties, which includes a director of the entity.

ASX Listing Rule 10.12, exception 8 provides that approval under ASX Listing Rule 10.11 is not required where securities are to be issued to a person under an employee incentive scheme with approval under ASX Listing Rule 10.14. ASX Listing Rule 10.14 requires a listed entity to obtain shareholder approval for the issue of securities under an 'employee incentive scheme' to certain parties, including a director, or an associate of a director of the entity.

Accordingly, the Company is seeking Shareholder approval under ASX Listing Rule 10.14 for the grant of 3,300,000 Class B Performance Rights to the Company's Chairperson, Emma Dobson under the Company's ESIP (**Proposed Director Grant**).

If approval is given under ASX Listing Rule 10.14, approval is not required under ASX Listing Rule 7.1.

The Directors are comfortable that the Proposed Director Grant would constitute reasonable remuneration for the purposes of section 211 of the Corporations Act and no separate approval is being sought under Chapter 2E of the Corporations Act in relation to the Proposed Director Grant to Miss Dobson. In reaching this view, the Company has considered the position and responsibilities of Miss Dobson, who is the Chairperson of the Company, the need for the Company to effectively incentivise her while aligning the incentive with increasing Shareholder value, the desirability of preserving cash resources within the Company and the terms of the Class B Performance Rights.

If Resolution 7 is passed, the Company will proceed with the Proposed Director Grant to Miss Dobson. If Resolution 7 is not passed, the Company will not be able to proceed with the Proposed Director Grant to Miss Dobson as Shareholder approval is required for the issue of securities to a Director.

ASX Listing Rule 10.15 sets out the information that must be provided to Shareholders in order to obtain Shareholder approval for the Proposed Director Grant under ASX Listing Rule 10.14. The following information is provided in accordance with ASX Listing Rule 10.15:

- (a) The Company is seeking Shareholder approval for the grant of 3,300,000 Class B Performance Rights to Emma Dobson who falls under the category in ASX Listing Rule 10.4.1, being a Director and the Chairperson of the Company.
- (b) Details of Miss Dobson's current total remuneration package:
 - a. \$60,000 per annum (plus superannuation) for her role as non-executive Director; and
 - b. \$50,000 per annum (plus superannuation) for her role as Chairperson.

- (c) Miss Dobson has not previously been issued any securities under the Company's ESIP. Miss Dobson was granted 5,000,000 Options under the Company's ESOP on 7 September 2022 for nil acquisition price.
- (d) Director remuneration is determined by the Remuneration and Nomination Committee, having regard to relevant market practices and the circumstances of the Company on an annual basis. It is the view of the Remuneration and Nomination Committee that it is in the interests of Shareholders for Miss Dobson to receive part of her remuneration package in the form of at-risk securities that will vest based on performance conditions during defined measurement periods. It is considered appropriate to provide securities to Miss Dobson instead of cash only as the Board believes that Class B Performance Rights are an effective remuneration tool which preserve the cash reserves of the Company and its Group entities whilst providing valuable remuneration.
- (e) A summary of the material terms of the Proposed Director Grant of Class B Performance Rights is set out in Appendix C.
- (f) The Company attributes a value of \$25,543.06 to the aggregate Class B Performance Rights proposed to be granted to Miss Dobson. The basis of this valuation is the Black-Scholes pricing model with the following inputs:
 - a. Share price of \$0.028 as per the Share price on the date the valuation was performed;
 - b. Market capitalisation vesting conditions;
 - c. 1.9 years time to maturity;
 - d. Annual risk-free interest rate of 4.5%; and
 - e. Annualised volatility of 79%.
- (g) There is no amount payable by Miss Dobson to acquire the Class B Performance Rights under the Proposed Director Grant (with nil exercise or conversion price) and no loan will be made to Miss Dobson in respect of the Proposed Director Grant.
- (h) A summary of the material terms of the ESIP is set out in Appendix A.
- (i) It is proposed that the Class B Performance Rights will be granted to Miss Dobson as soon as practicable (and in any event within 3 years) after the date of the Annual General Meeting.
- (j) Details of any securities issued to Miss Dobson under the ESIP will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.
- (k) Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the ESIP after Resolution 6 is approved and who are not named in the Notice will not participate until approval is obtained under ASX Listing Rule 10.14.
- (l) A voting exclusion statement in respect of Resolution 7 is set out in the Notice.

The Directors (with Miss Dobson abstaining) believe that the future success of the Company depends on the skills and motivation of the people engaged in the Company's operations. The Directors (excluding Miss Dobson) consider that the grant of the Class B Performance Rights to Miss Dobson is part of a reasonable remuneration package (taking into account the Company's and Miss Dobson's circumstances).

Recommendation

The Directors (other than Miss Dobson) recommend that Shareholders vote in favour of Resolution 7.

GLOSSARY

Annual General Meeting or **AGM** or **Meeting** means the meeting convened by the Notice.

ASX Listing Rules means the Listing Rules of the ASX.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited ACN 008 624 691.

Constitution means the Company's Constitution as in place from time to time.

Board means the board of Directors of the Company.

Class A Performance Right means a performance right granted under the ESIP by the Company, a summary of the terms of which is set out in Appendix B.

Class B Performance Right means a performance right proposed to be granted under the ESIP by the Company, a summary of the terms of which is set out in Appendix C.

Company means Wrkr Ltd (ACN 611 202 414).

Convertible Security represents a right to acquire one or more Shares (for example, under an Option or Performance Right), subject to the terms and conditions of the ESIP.

Corporations Act means Corporations Act 2001 (Cth).

Director means a current Director of the Company.

Dollar or **"\$"** means Australian dollars.

Employee Securities Incentive Plan or **ESIP** means the Company's new Employee Securities Incentive Plan adopted by the Board on 27 July 2023, the terms of which are summarised in Appendix A.

Employee Share Option Plan or **ESOP** means the Company's Employee Share Option Plan adopted by the Board in 2016.

Employee Incentive Plans means the ESIP and ESOP.

Explanatory Statement means the Explanatory Statement accompanying the Notice.

Notice or **Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting and the explanatory statement accompanying the Notice and the Proxy Form.

Option means an option to subscribe for or acquire a Share.

Performance Right means a Class A Performance Right or Class B Performance Right.

Proposed Director Grant means the proposed grant of 3,300,000 Class B Performance Rights to the Company's Chairperson, Emma Dobson under the Company's ESIP.

Proxy Form means the Proxy Form accompanying the Notice.

Resolution means a resolution set out in the Notice.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

Appendix A – Summary of Company's Employee Securities Incentive Plan

A summary of the terms of the ESIP is set out below.

(a) **(Eligible Participant):** "Eligible Participant" means a person that has been determined by the Board to be eligible to participate in the ESIP from time to time and is an "ESS participant" (as that term is defined in section 1100L of the Corporations Act) in relation to the Company or an associated entity of the Company. This relevantly includes, amongst others:

- (i) an employee or director of the Company or an individual who provides services to the Company;
- (ii) an employee or director of an associated entity of the Company or an individual who provides services to such an associated entity;
- (iii) a prospective person to whom paragraphs (i) or (ii) apply;
- (iv) a person prescribed by the relevant regulations for such purposes; or
- (v) certain related persons on behalf of the participants described in paragraphs (i) to (iv) (inclusive).

(b) **(Purpose):** The purpose of the ESIP is to:

- (i) assist in the reward, retention and motivation of Eligible Participants;
- (ii) link the reward of Eligible Participants to shareholder value creation; and
- (iii) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its associated entities), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Securities (defined below).

(c) **(ESIP administration):** The ESIP will be administered by the Board. The Board may exercise any power or discretion conferred on it by the ESIP rules in its sole and absolute discretion, subject to compliance with applicable laws and the ASX Listing Rules. The Board may delegate its powers and discretion.

(d) **(Eligibility, invitation and application):** The Board may from time to time determine that an Eligible Participant may participate in the ESIP and make an invitation to that Eligible Participant to apply for Securities on such terms and conditions as the Board decides. A 'Security' means a security in the capital of the Company and includes a Share, Option, performance right or other Convertible Security. An invitation issued under the ESIP will comply with any applicable disclosure obligations pursuant to Division 1A of Part 7.12 of the Corporations Act (Division 1A). On receipt of an invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation. A waiting period of at least 14 days will apply to acquisitions of Securities for monetary consideration as required by the provisions of Division 1A.

(e) **(Grant of Securities):** The Company will, to the extent that it has accepted a duly completed application, grant the successful applicant (Participant) the relevant number of Securities, subject to the terms and conditions set out in the invitation, the ESIP rules and any ancillary documentation required.

(f) **(Terms of Convertible Securities):** Each 'Convertible Security' represents a right to acquire one or more Shares (for example, under an option or performance right), subject to the terms and conditions of the ESIP. Prior to a Convertible Security being exercised a Participant does not have any interest (legal, equitable or

otherwise) in any Share the subject of the Convertible Security by virtue of holding the Convertible Security. A Participant may not sell, assign, transfer, grant a security interest over or otherwise deal with a Convertible Security that has been granted to them. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.

(g) **(Vesting of Convertible Securities):** Any vesting conditions applicable to the grant of Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.

(h) **(Exercise of Convertible Securities and cashless exercise):** Unless specified otherwise in an invitation, to exercise a Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see below), pay the exercise price (if any) to or as directed by the Company, at any time prior to the earlier of any date specified in the vesting notice and any expiry date as set out in the invitation. At the time of exercise of the Convertible Securities, and subject to Board approval, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.

Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.

An invitation to apply for performance rights may expressly specify that a Participant is not required to take any action to exercise vested performance rights.

A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the ESIP rules, or such earlier date as set out in the ESIP rules.

(i) **(Delivery of Shares on exercise of Convertible Securities):** As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the ESIP rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant. If permitted by the terms of an invitation, upon exercise of a Convertible Security the Company may (at its election) instead of providing Shares to the Participant make a cash payment to the Participant in an amount equal to the Market Value (calculated at the date of exercise) of the relevant number of Shares.

(j) **(Forfeiture of Convertible Securities):** Where a Participant who holds Convertible Securities ceases to be an Eligible Participant or becomes insolvent, all unvested Convertible Securities will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Convertible Securities to vest. Where the Board determines that a Participant has acted fraudulently or dishonestly, or wilfully breached his or her duties to the Group, the Board may in its discretion deem all unvested Convertible Securities held by that Participant to have been forfeited.

Unless the Board otherwise determines, or as otherwise set out in the invitation or the ESIP rules, any Convertible Securities which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date and any Convertible Securities which have not yet vested will be automatically forfeited on the expiry date specified in the invitation.

(k) **(Change of control):** If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in

which any or all of the Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event.

(l) **(Rights attaching to ESIP Shares):** All Shares issued under the ESIP, or issued or transferred to a Participant upon the valid exercise of a Convertible Security, (ESIP Shares) will rank pari passu in all respects with the Shares of the same class. A Participant will be entitled to any dividends declared and distributed by the Company on the ESIP Shares and may participate in any dividend reinvestment plan operated by the Company in respect of ESIP Shares. A Participant may exercise any voting rights attaching to ESIP Shares.

(m) **(Disposal restrictions on Securities):** If the invitation provides that any ESIP Shares or Convertible Securities are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.

(n) **(Adjustment of Convertible Securities):** If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Convertible Securities is entitled, upon exercise of the Convertible Securities, to receive an allotment of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.

Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.

(o) **(Participation in new issues):** There are no participation rights or entitlements inherent in the Convertible Securities and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Convertible Securities without exercising the Convertible Securities.

(p) **(Amendment of ESIP):** Subject to the following paragraph, the Board may at any time amend any provisions of the ESIP rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the ESIP and determine that any amendments to the ESIP rules be given retrospective effect, immediate effect or future effect.

No amendment to any provision of the ESIP rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.

(q) **(ESIP duration):** The ESIP continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the ESIP for a fixed period or indefinitely, and may end any suspension. If the ESIP is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.

If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.

(r) **(Employee Share Trust):** The Board may in its sole and absolute discretion use an employee share trust or other mechanism for the purposes of holding securities for holders under the ESIP and delivering ESIP Shares to Participants.

(s) (Maximum allocations):

- (i) The Company must not make an offer of Securities under the ESIP in respect of which monetary consideration is payable (either upfront, or on exercise of Convertible Securities) where the total number of ESIP Shares that may be issued, or acquired upon exercise of ESIP Convertible Securities offered, when aggregated with the number of Shares issued or that may be issued as a result of offers that were both received in Australia and made in connection with an employee share scheme at any time during the previous 3 year period would exceed 5% of the total number of Shares on issue at the date of the offer or such other limit as may be specified by the relevant regulations or the Company's Constitution from time to time. This limit does not apply to offers that would not otherwise need disclosure as covered by section 1100R of the Corporations Act or to offers of Securities in respect of which no monetary consideration is payable (either upfront or on exercise of Convertible Securities).
- (ii) The Company will ensure it complies with the maximum limits in ASX Listing Rules 7.1-7.9 when issuing new Securities under the ESIP. The Company will require prior shareholder approval for the issue of Securities under the ESIP to directors, their associates, and any other person whose relationship with the Company or a director or a director's associate is such that, in ASX's opinion, the acquisition should be approved by shareholders.

Appendix B – Summary of Terms of Class A Performance Rights

1. **(Entitlement):** Subject to the terms and conditions set out below, each Performance Right, once vested, entitles the holder to one fully paid Share.
2. **(Issue Price):** The Performance Rights are issued for nil cash consideration.
3. **(Vesting and Expiry Conditions):** Subject to the terms and conditions set out below, the Performance Rights will have the following vesting and expiry conditions specified below:

Tranche	Number of Performance Rights	Vesting Dates	Vesting Conditions and Expiry Conditions
1	33.3% of aggregate number of Performance Rights	The Tranche 1 Performance Rights will vest on 31 August 2024 (Tranche 1 Vesting Date) subject to satisfaction of the Tranche 1 Vesting Conditions.	<p>The Vesting Conditions for the Tranche 1 Performance Rights are satisfaction of all of the following:</p> <ul style="list-style-type: none"> (a) the relevant employee is employed by the Company or one of its subsidiaries as at the Tranche 1 Vesting Date; and (b) the Market Share Price (as calculated as set out below) is equal to or greater than \$0.03; and (c) the achievement by the Company and its subsidiaries (as defined in the Corporations Act 2001 (Cth)) of EBITDA for the financial year ending 30 June 2024 (as determined in accordance with Australian Accounting Standards) of (\$1million) or better; and (d) the successful implementation of the Wrkr One platform with customers able to acquire and subscribe to the service. <p>For the purposes of the above Vesting Condition in paragraph (b), the Market Share Price is the volume weighted average price per Share traded on the ASX over the twenty (20) trading days during which Shares are actually traded immediately preceding the Tranche 1 Vesting Date.</p> <p>For the purposes of the above Vesting Condition in paragraph (c),</p>

			<p>the EBITDA calculation does not include:</p> <ul style="list-style-type: none"> (a) one-off or extraordinary revenue items; (b) revenue received in the form of government grants, allowances, rebates or other hand-outs; or (c) revenue or profit that has been 'manufactured' to achieve the performance milestone. <p>If these Vesting Conditions are not satisfied on the Tranche 1 Vesting Date, then the Tranche 1 Performance Rights, Tranche 2 Performance Rights and Tranche 3 Performance Rights will automatically lapse on this date.</p>
2	33.3% of aggregate number of Performance Rights	The Tranche 2 Performance Rights will vest on 31 August 2025 (Tranche 2 Vesting Date) subject to satisfaction of the Tranche 2 Vesting Conditions.	<p>The Vesting Conditions for the Tranche 2 Performance Rights are satisfaction of both the following:</p> <ul style="list-style-type: none"> (a) satisfaction of the Tranche 1 Vesting Conditions and vesting of the Tranche 1 Performance Rights; and (b) the relevant employee is employed by the Company or one of its subsidiaries as at the Tranche 2 Vesting Date. <p>If these Vesting Conditions are not satisfied on the Tranche 2 Vesting Date, then the Tranche 2 Performance Rights and Tranche 3 Performance Rights will automatically lapse on this date if they have not lapsed earlier.</p>
3	33.3% of aggregate number of Performance Rights	The Tranche 3 Performance Rights will vest on 31 August 2026 (Tranche 3 Vesting Date) subject to satisfaction of the Tranche 3 Vesting Conditions.	<p>The Vesting Conditions for the Tranche 3 Performance Rights are satisfaction of both the following:</p> <ul style="list-style-type: none"> (a) satisfaction of the Tranche 1 Vesting Conditions and vesting of the Tranche 1 Performance Rights; and (b) the relevant employee is employed by the Company or

			<p>one of its subsidiaries as at the Tranche 3 Vesting Date.</p> <p>If these Vesting Conditions are not satisfied on the Tranche 3 Vesting Date, then the Tranche 3 Performance Rights will automatically lapse on this date if they have not lapsed earlier.</p>
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4. **(Vesting):** Subject to the satisfaction of the Vesting Conditions, the Company will notify the holder in writing within 3 business days of becoming aware that the relevant Vesting Conditions have been satisfied.
5. **(Expiry):** The Performance Rights will expire and lapse in accordance with the table set out in paragraph 3 above and the terms of the ESIP.
6. **(Conversion):** Upon vesting, each Performance Right will convert into one fully paid Share. The holder does not need to take any action to convert or exercise vested Performance Rights. No fee is payable by the holder to the Company to exercise or convert a Performance Right.
7. **(Issue of Shares):** As soon as practicable after the vesting of a Performance Right, the Company will:
 - (a) issue, allocate or cause to be transferred to the holder the number of Shares to which the holder is entitled;
 - (b) issue a substitute certificate for any remaining unconverted Performance Rights held by the holder;
 - (c) if required, and subject to clause 8, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
 - (d) do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the ASX Listing Rules.
8. **(Restrictions on transfer of Shares):** If the Company is required to but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, Shares issued on exercise of the Performance Rights may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act. The Company is authorised by the holder to apply a holding lock on the relevant Shares during the period of such restriction from trading.
9. **(Ranking):** All Shares issued upon the conversion of Performance Rights will upon issue rank equally in all respects with other Shares.
10. **(Transferability of the Performance Rights):** The Performance Rights are not transferable, except with the prior written approval of the Company at its sole discretion and subject to compliance with the Corporations Act and ASX Listing Rules.
11. **(Dividend rights):** A Performance Right does not entitle the holder to any dividends.

12. **(Voting rights):** A Performance Right does not entitle the holder to vote on any resolutions proposed at a general meeting of the Company, subject to any voting rights provided under the Corporations Act or the ASX Listing Rules where such rights cannot be excluded.
13. **(Quotation of the Performance Rights)** The Company will not apply for quotation of the Performance Rights on any securities exchange.
14. **(Adjustments for reorganisation):** If there is any reorganisation of the issued share capital of the Company, the rights of the Performance Rights holder will be varied in accordance with the ASX Listing Rules.
15. **(Entitlements and bonus issues):** Subject to the rights under clause 16, holders will not be entitled to participate in new issues of capital offered to shareholders such as bonus issues and entitlement issues.
16. **(Bonus issues):** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment), the number of Shares which must be issued on the exercise of a vested Performance Right will be increased by the number of Shares which the holder would have received if the holder had exercised the Performance Right before the record date for the bonus issue.
17. **(Return of capital rights):** The Performance Rights do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
18. **(Rights on winding up):** The Performance Rights have no right to participate in the surplus profits or assets of the Company upon a winding up of the Company.
19. **(Takeovers prohibition):**
 - (a) The issue of Shares on exercise of the Performance Rights is subject to and conditional upon the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act.
 - (b) The Company will not be required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any Shares on exercise of the Performance Rights.
20. **(No other rights)** A Performance Right does not give a holder any rights other than those expressly provided by the Performance Right terms and those provided at law where such rights at law cannot be excluded.
21. **(Amendments)** The terms of the Performance Rights may be amended as set out in the ESIP including as considered necessary by the Board in order to comply with the ASX Listing Rules, or any directions of ASX regarding the terms.
22. **(ESIP)** The Performance Rights are issued pursuant to and are subject to the ESIP.
23. **(Constitution)** Upon the issue of the Shares on conversion of the Performance Rights, the holder will be bound by the Company's Constitution.

Appendix C – Summary of Terms of Class B Performance Rights

1. **(Entitlement):** Subject to the terms and conditions set out below, each Performance Right, once vested, entitles the holder to one fully paid Share.
2. **(Issue Price):** The Performance Rights are issued for nil cash consideration.
3. **(Vesting and Expiry Conditions):** Subject to the terms and conditions set out below, the Performance Rights will have the following vesting and expiry conditions specified below:

Tranche	Number of Performance Rights	Vesting Dates	Vesting Conditions and Expiry Conditions
1	33.3% of aggregate number of Performance Rights	The Tranche 1 Performance Rights will vest on the date 10 business days following the date that the Tranche 1 Vesting Conditions are satisfied.	<p>The Vesting Conditions for the Tranche 1 Performance Rights are satisfaction of both the following:</p> <ul style="list-style-type: none"> (i) achievement by the Company of a Market Capitalisation of at least \$45,000,000 for a continuous period of twenty (20) trading days on which Shares have been available to trade; and (ii) Miss Dobson is a Director of the Company as at the date the vesting condition in paragraph (i) above is achieved. <p>For the purposes of the Vesting Conditions, the Market Capitalisation of the Company is calculated by multiplying the previous trading day's last traded price of a Share quoted on the ASX by the number of Shares on issue, as reported on the ASX overview webpage in relation to the Company (Market Capitalisation).</p> <p>If the Tranche 1 Vesting Conditions are not satisfied prior to 31 August 2025, then the Tranche 1 Performance Rights will automatically lapse on this date if they have not lapsed earlier.</p>

2	33.3% of aggregate number of Performance Rights	The Tranche 2 Performance Rights will vest on the date 10 business days following the date that the Tranche 2 Vesting Conditions are satisfied.	<p>The Vesting Conditions for the Tranche 2 Performance Rights are satisfaction of both the following:</p> <ul style="list-style-type: none"> (i) achievement by the Company of a Market Capitalisation of at least \$65,000,000 for a continuous period of twenty (20) trading days on which Shares have been available to trade; and (ii) Miss Dobson is a Director of the Company as at the date the vesting condition in paragraph (i) above is achieved. <p>If the Tranche 2 Vesting Conditions are not satisfied prior to 31 August 2025, then the Tranche 2 Performance Rights will automatically lapse on this date if they have not lapsed earlier.</p>
3	33.3% of aggregate number of Performance Rights	The Tranche 3 Performance Rights will vest on the date 10 business days following the date that the Tranche 3 Vesting Conditions are satisfied.	<p>The Vesting Conditions for the Tranche 3 Performance Rights are satisfaction of both the following:</p> <ul style="list-style-type: none"> (i) achievement by the Company of a Market Capitalisation of at least \$90,000,000 for a continuous period of twenty (20) trading days on which Shares have been available to trade; and (ii) Miss Dobson is a Director of the Company as at the date the vesting condition in paragraph (i) above is achieved. <p>If the Tranche 3 Vesting Conditions are not satisfied prior to 31 August 2025, then the Tranche 3 Performance Rights will automatically lapse on this date if they have not lapsed earlier.</p>

4. **(Vesting):** Subject to the satisfaction of the Vesting Conditions, the Company will notify the holder in writing within 3 business days of becoming aware that the relevant Vesting Conditions have been satisfied.
5. **(Expiry):** The Performance Rights will expire and lapse in accordance with the table set out in paragraph 3 above and the terms of the ESIP.

6. **(Conversion):** Upon vesting, each Performance Right will convert into one fully paid Share. The holder does not need to take any action to convert or exercise vested Performance Rights. No fee is payable by the holder to the Company to exercise or convert a Performance Right.
7. **(Issue of Shares):** As soon as practicable after the vesting of a Performance Right, the Company will:
 - (a) issue, allocate or cause to be transferred to the holder the number of Shares to which the holder is entitled;
 - (b) issue a substitute certificate for any remaining unconverted Performance Rights held by the holder;
 - (c) if required, and subject to clause 8, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
 - (d) do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the ASX Listing Rules.
8. **(Restrictions on transfer of Shares):** If the Company is required to but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, Shares issued on exercise of the Performance Rights may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act. The Company is authorised by the holder to apply a holding lock on the relevant Shares during the period of such restriction from trading.
9. **(Ranking):** All Shares issued upon the conversion of Performance Rights will upon issue rank equally in all respects with other Shares.
10. **(Transferability of the Performance Rights):** The Performance Rights are not transferable, except with the prior written approval of the Company at its sole discretion and subject to compliance with the Corporations Act and ASX Listing Rules.
11. **(Dividend rights):** A Performance Right does not entitle the holder to any dividends.
12. **(Voting rights):** A Performance Right does not entitle the holder to vote on any resolutions proposed at a general meeting of the Company, subject to any voting rights provided under the Corporations Act or the ASX Listing Rules where such rights cannot be excluded.
13. **(Quotation of the Performance Rights)** The Company will not apply for quotation of the Performance Rights on any securities exchange.
14. **(Adjustments for reorganisation):** If there is any reorganisation of the issued share capital of the Company, the rights of the Performance Rights holder will be varied in accordance with the ASX Listing Rules.
15. **(Entitlements and bonus issues):** Subject to the rights under paragraph 16 below, holders will not be entitled to participate in new issues of capital offered to shareholders such as bonus issues and entitlement issues.
16. **(Bonus issues):** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment), the number of Shares which must be issued on the exercise of a vested Performance Right will be increased by the number of Shares which the holder would have received if the holder had exercised the Performance Right before the record date for the bonus issue.

17. **(Return of capital rights):** The Performance Rights do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
18. **(Rights on winding up):** The Performance Rights have no right to participate in the surplus profits or assets of the Company upon a winding up of the Company.
19. **(Takeovers prohibition):**
 - (a) The issue of Shares on exercise of the Performance Rights is subject to and conditional upon the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act.
 - (b) The Company will not be required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any Shares on exercise of the Performance Rights.
20. **(No other rights)** A Performance Right does not give a holder any rights other than those expressly provided by the Performance Right terms and those provided at law where such rights at law cannot be excluded.
21. **(Amendments)** The terms of the Performance Rights may be amended as set out in the ESIP including as considered necessary by the Board in order to comply with the ASX Listing Rules, or any directions of ASX regarding the terms.
22. **(ESIP)** The Performance Rights are issued pursuant to and are subject to the ESIP.
23. **(Constitution)** Upon the issue of the Shares on conversion of the Performance Rights, the holder will be bound by the Company's Constitution.



All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11.00 am (Sydney time) on Tuesday 14 November 2023.**

🖥 TO VOTE ONLINE

- STEP 1:** VISIT <https://www.votingonline.com.au/wkragm2023>
- STEP 2:** Enter your Postcode OR Country of Residence (if outside Australia)
- STEP 3:** Enter your Voting Access Code (VAC):

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore **11.00 am (Sydney time) on Tuesday 14 November 2023.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged:

- 💻 **Online** <https://www.votingonline.com.au/wkragm2023>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐ **Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Wrkr Ltd** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

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 at the Annual General Meeting of the Company to be held at the offices of Grant Thornton Australia at **Level 17, 383 Kent Street, Sydney, NSW 2000 at 11.00am (Sydney time) on Thursday 16 November 2023** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1, 4, 5 & 7, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolution 1, 4, 5 & 7 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting intends to vote all undirected proxies in favour of all Items of business (including Resolutions 1, 4, 5 & 7) if permitted by the Corporations Act. If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

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

		For	Against	Abstain*
Resolution 1	To Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	To re-elect Mr Paul Collins as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of Issue of Securities under ASX listing rule 7.1a	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of Employee Securities Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification of Prior Performance Rights Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of Termination Benefits	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Grant of Performance Rights to Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2023