



**WINGARA AG LIMITED  
ACN 009 087 469**

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of shareholders of Wingara AG Limited (**Company**) will be held at 10.00 a.m. (AEST) on 31 August 2022 at William Buck, Level 20, 181 William Street, Melbourne, Victoria (**Meeting**).

The Explanatory Notes to this Notice provide additional information on the matters to be considered at the Meeting. The Explanatory Notes and the Proxy form part of this notice.

**BUSINESS OF THE MEETING**

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**Item 1: Financial Statements and Reports**

To receive and consider the Financial Report, the Directors' Report and Auditor's Report of the Company for the year ended 31 March 2022.

**Item 2: Remuneration Report**

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

*"To adopt the Remuneration Report for the year ended 31 March 2022."*

Notes:

- In accordance with section 250R of the Corporations Act, the vote on this resolution will be advisory only and will not bind the Directors or the Company.
- A voting exclusion statement applies to this resolution (see Explanatory Notes for details).

**Item 3: Re-election of Director**

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

*"That Mr David Christie, being a Director who is retiring in accordance with Clause 14.2 of the Company's Constitution and ASX Listing Rule 14.4, and being eligible, offers himself for re-election, be re-elected as a Director of the Company."*

#### **Item 4: Re-election of Director**

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

*“That Mr Brendan York, being a Director who is retiring in accordance with Clause 14.4 of the Company’s Constitution and ASX Listing Rule 14.4, and being eligible, offers himself for re-election, be elected as a Director of the Company.”*

#### **Item 5: Re-election of Director**

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

*“That Mr Marcello Diamante, being a Director who is retiring in accordance with Clause 14.4 of the Company’s Constitution and ASX Listing Rule 14.4, and being eligible, offers himself for re-election, be elected as a Director of the Company.”*

#### **Item 6: Amendment of Constitution**

To consider and if thought fit pass the following resolution as special resolution:

*“That pursuant to, and in accordance with, section 136(2) of the Corporations Act, and for all other relevant purposes, approval is given for the Company to repeal its existing Constitution and adopt a new Constitution in its place in the form initialled by the Chairman for identification purposes, with effect from the close of the Meeting.”*

#### **Item 7: Approval of Employee Share Option Plan and Employee Share Scheme**

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

*“That for the purposes of Listing Rule 7.2, Exception 13, and for all other purposes, approval is given for the issue of securities under the Company’s Employee Share Option Plan (Plan) and Employee Share Scheme (Scheme), on the terms and conditions outlined in the Explanatory Notes.”*

Note: A voting exclusion statement applies to this resolution (see Explanatory Notes for details).

#### **Item 8: Additional 10% Placement Capacity**

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

*“For the purpose of Listing Rule 7.1A and for all other purposes, to approve the issue of additional Equity Securities up to 10% of the issued capital of the Company (at the time of issue), calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 over a 12- month period and on the terms and conditions set out in the Explanatory Notes.”*

Note: A voting exclusion statement applies to this resolution (see Explanatory Notes for details).

## ENTITLEMENT TO VOTE

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The Directors have determined that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company as at 7.00 p.m. (AEST) on 29 August 2022 (**Entitlement Time**), subject to any applicable voting exclusion.

This means that if you are not the registered holder of a Share in the Company at the Entitlement Time, you will not be entitled to vote at the Meeting.

## ANNUAL REPORT

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Copies of the Company's 2022 Annual Report may be accessed on the Company's website <https://wingaraag.com.au> or from the Company.

## VOTING OPTIONS AND PROXIES

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If you do not plan to attend the Meeting in person, you are encouraged to complete and return the Proxy Form, which accompanies this Notice of Annual General Meeting.

### Voting by Proxy

A Shareholder who is entitled to attend and vote at this Meeting is entitled to appoint not more than two proxies to attend and vote in place of the Shareholder.

If the Shareholder appoints two proxies, the Shareholder may specify the proportion or number of votes each proxy is entitled to exercise. If no proportion or number of votes is specified, each proxy may exercise half of the Shareholder's votes. If the specified proportion or number of votes exceeds that which the Shareholder is entitled to, each proxy may exercise half of the Shareholder's votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

A proxy need not be a Shareholder of the Company. A body corporate appointed as a Shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Meeting. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

Subject to the specific proxy provisions applying to Item 2 (see the Explanatory Notes below):

- If a Shareholder has not directed their proxy how to vote, the proxy may vote (or abstain from voting) as the proxy determines, and
- If a Shareholder appoints the Chairman of the Meeting as proxy and does not direct the Chairman how to vote on an item of business, the Chairman will vote in accordance with his voting intention as stated in

this Notice of Meeting, namely in favour of each of the proposed resolutions set out in the Notice of Meeting.

### **Proxy Voting by the Chairman**

For Item 2 (Remuneration Report), where the Chairman is appointed as a Shareholder's proxy and that Shareholder has not specified the way in which the Chairman is to vote on Item 2, the Shareholder is directing the Chairman to vote in accordance with the Chairman's voting intentions for this item of business, even though Item 2 is connected directly or indirectly with the remuneration of Key Management Personnel.

The Chairman intends to vote all undirected proxies in favour of the resolutions in the Notice of Meeting including Item 2.

### **Proxy Forms**

To be effective, the Proxy Form must be completed, signed and lodged (together with the relevant original power of attorney or a certified copy if the proxy is signed by an attorney) with the Company's Share Registry, as an original or by facsimile, **no later than 10.00 a.m. (AEST) on 29 August 2022 (Proxy Deadline)**.

Proxy forms may be submitted in one of the following ways:

- (i) By mail to Computershare Investor Services Pty Limited using the reply-paid envelope or GPO Box 242, Melbourne VIC 3001. Please allow sufficient time so that it reaches Computershare Investor Services Pty Ltd by the Proxy Deadline;
- (ii) By fax to Computershare Investor Services Pty Limited on +1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia);
- (iii) Online via the Company's Share Registry website at [www.investorvote.com.au](http://www.investorvote.com.au), (or for Intermediary Online subscribers only (custodians) – [www.intermediaryonline.com.au](http://www.intermediaryonline.com.au)). Please refer to the Proxy Form for more information; or
- (iv) By hand delivery to Computershare Investor Services Pty Limited at Level 4, 60 Carrington Street, Sydney NSW 2000.

Proxy Forms and Powers of Attorney must be received by the Proxy Deadline.

### **CORPORATE REPRESENTATIVES**

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Where a shareholding is registered in the name of a corporation, the corporate Shareholder may appoint a person to act as its representative to attend the Meeting by providing that person with:

- (i) a letter or certificate authorising him or her as the corporation's representative, executed in accordance with the corporation's constitution; or

- (ii) a copy of the resolution appointing the representative, certified by a secretary or director of the corporation.

BY ORDER OF THE BOARD

*Natalie Climo*

**Natalie Climo**  
Company Secretary  
29 July 2022

## Explanatory Notes

### ITEM 1 – Financial Statements and Reports

As required by section 317 of the Corporations Act 2001 (*Cth.*) (**Act**), the Financial Report, Directors' Report and Auditor's Report of the Company for the most recent financial year will be presented at the Meeting. The Financial Report comprises the consolidated financial report of the Company and its controlled entities.

There is no requirement for a formal resolution on this Item.

The Chairman of the Meeting will allow a reasonable opportunity at the Meeting for Shareholders to ask questions about or make comments on the management of the Company. Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor, William Buck Audit (Vic) Pty Ltd (**WBA**), questions about the Auditor's Report, the conduct of its audit of the Company's Financial Report for the year ended 31 March 2022, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of WBA in relation to the conduct of the audit.

Shareholders may submit written questions to the Company in relation to the above matters. Written questions must be sent to [james.whiteside@wingaraag.com.au](mailto:james.whiteside@wingaraag.com.au) and received no later than 5.00 p.m. (AEST) on 21 August 2022.

### ITEM 2 – Adoption of Remuneration Report

#### Reasons for Resolution

In accordance with section 300A of the Act, the Company has proposed a Remuneration Report for the consideration of Shareholders.

As provided by section 250R(3) of the Act, the resolution on this item of business is advisory only and does not bind the Board or the Company. The objective of the Company's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered.

#### Directors' Recommendation

Noting that each Director of the Company has a personal interest in their own remuneration the subject of this resolution, the Board does not consider it appropriate to make a recommendation to Shareholders in relation to voting on this resolution.

#### Voting Exclusion Statement

As required by the Act, the Company will disregard any votes cast on Item 2 by any member of the Company's Key Management Personnel (**KMP**) or a Closely Related Party of any such member unless the person:

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

- (ii) is the Chairman of the Meeting and votes as a proxy appointed by writing that authorises the Chairman to vote on the resolution even though that resolution is connected with the remuneration of a member of the Company's KMP.

### **ITEM 3 – Re-election of Director**

In accordance with the Company's Constitution and ASX Listing Rule 14.5 an election of Directors must be held at each annual general meeting.

Mr David Christie was last elected by Shareholders on 19 August 2020 and pursuant to Clause 14.2 of the Constitution and ASX Listing Rule 14.4, retires by rotation. Being eligible, Mr Christie makes himself available for re-election at this Meeting. Details regarding Mr Christie are set out below.

Mr Christie was appointed as a non-executive director of the Company on 9 June 2020.

Mr Christie is a Co-Founder and COO of Wilson A.I., a specialist Artificial Intelligence company developing and applying AI solutions for multiple industries. He is also a Co-founder of Amplifir Pty Ltd a Digital Marketing Agency. David is also a Non-Executive Director and Chair of the Remuneration & Nomination Committee of Kleos Space S.A. (ASX:KSS), a satellite company based out of Luxembourg and is a Non-Executive Director at Litigation Lending Services. He is also a Non-Executive Director and Chair of the Remuneration Committee for Litigation Lending Services Limited.

Over the past 20 years David has served as a senior executive in London, Russia and New York at Renaissance Capital Bank, Deutsche Bank and Simmons Lawyers; and in Australia at Minter Ellison Lawyers and recently iSelect Ltd (ASX:ISU), where he held the roles of Chief Strategy Officer, General Counsel and Company Secretary with responsibility over Legal affairs, Compliance, Governance, Human Resources, IT, Investor Relations, Public Relations and Litigation/Disputes.

Having had regard to the ASX Principles, the Company's Board regards Mr Christie as an independent director.

### **Directors' Recommendation**

The Directors (with Mr Christie abstaining) unanimously support the re-election of Mr Christie and recommend that Shareholders vote in favour of this resolution.

### **ITEM 4 – Re-election of Director**

Clause 14.4 of the Constitution states that any director appointed to fill a casual vacancy holds office only until the next annual general meeting and is then eligible for election. Mr Brendan York was elected by directors on 23 September 2021 to fill a casual vacancy and pursuant to Clause 14.4 of the Constitution and ASX Listing Rule 14.4, retires. Being eligible, Mr York makes himself available for re-election at this Meeting. Details regarding Mr York are set out below.

Mr York joined the Wingara Board as a Non-Independent Director, as a nominee of Naos Asset Management , Wingara's major shareholder.

Mr York brings significant ASX-listed experience in financial and risk management, governance, mergers and acquisitions, and investor relations. He was Chief Financial Officer and Company Secretary of Enero Group Limited, where he was responsible for the finance function of the global marketing services group with operations across 7 countries and 13 cities worldwide.

Mr York previously gained Big 4 accounting experience at KPMG and has recently transitioned into funds management as a Portfolio Manager at NAOS Asset Management. He is also a Non-Executive Director and Member of the Audit and Risk Committee of Big River Industries Limited and also chairs Wingara's Audit and Risk Committee.

Having had regard to the ASX Principles, the Company's Board regards Mr York as a non- executive director.

#### **Directors' Recommendation**

The Directors (with Mr York abstaining) unanimously support the election of Mr York and recommend that Shareholders vote in favour of this resolution.

#### **ITEM 5 – Re-election of Director**

Clause 14.4 of the Constitution states that any director appointed to fill a casual vacancy holds office only until the next annual general meeting and is then eligible for election. Mr Marcello Diamante was elected by directors on 1 April 2022 to fill a casual vacancy and pursuant to Clause 14.4 of the Constitution and ASX Listing Rule 14.4, retires. Being eligible, Mr Diamante makes himself available for re-election at this Meeting. Details regarding Mr Diamante are set out below.

Mr Diamante brings over 25 years' experience in Finance, Mergers & Acquisitions, Project Development & Digital Transformation. Over the years, Mr Diamante has successfully consulted and built a range of businesses, with a particular focus on growth and expansion including greenfield and brownfield developments in Energy and Agriculture. He was Chief Financial Officer of Wingara from its listing in February 2016 to November 2018, led the construction of Wingara's Raywood processing facility and has a strong understanding of operations and the opportunities for the Company. Mr Diamante holds of Bachelor Degree in Economics and Finance from RMIT and is a Chartered Financial Analyst with the CFA Institute.

Having had regard to the ASX Principles, the Company's Board regards Mr Diamante as an independent director.

#### **Directors' Recommendation**

The Directors (with Mr Diamante abstaining) unanimously support the election of Mr Diamante and recommend that Shareholders vote in favour of this resolution.

## Item 6 - Adoption of New Constitution

Pursuant to the Corporations Act, the Company's Constitution may only be amended or repealed by special resolution, that is, by a resolution that has been passed by at least 75% of the votes cast by Shareholders entitled to vote on the resolution.

The resolution in Item 6 is a special resolution to repeal the Company's existing Constitution (**Existing Constitution**) and adopt a new Constitution (**New Constitution**) updated to ensure that it reflects the current ASX Listing Rules and corporations law practice. The Existing Constitution was adopted in January 2015. The New Constitution incorporates numerous amendments to reflect changes to corporations legislation, the ASX Listing Rules and generally update the Constitution in keeping with market standards.

The Board believes that it is preferable in the circumstances to replace the Existing Constitution with the New Constitution rather than to amend a multitude of specific provisions.

The New Constitution is broadly consistent with the provisions of the Existing Constitution. Many of the proposed changes are administrative or minor in nature. It is not practicable to list all of the differences in detail in this Explanatory Statement, however, a summary of the material changes to the Existing Constitution are set out in the table below.

A copy of the New Constitution is available for review by Shareholders at the Company's website [www.wingaraag.com.au](http://www.wingaraag.com.au) and at the office of the Company. A copy of the New Constitution can also be sent to Shareholders upon request sent to the Company Secretary at [natalie.climo@boardroomlimited.com.au](mailto:natalie.climo@boardroomlimited.com.au).

The key provisions and material terms that have been updated, are as follows:

Clause	Subject matter	Change
9.7	Technology enabled general meetings	The Corporations Amendment (Meetings and Documents) Act 2021 amends the Corporations Act to establish a permanent mechanism to allow companies to hold hybrid (in person and remote) or entirely virtual shareholder meetings. The Company believes that it would be prudent to update the existing constitution to allow for flexibility in the way the Company can hold Shareholder meetings.
9.26	Direct voting	Insertion of a new provision allowing members to exercise their voting rights through direct voting (in addition to existing rights to appoint a proxy, attorney or representative).

13.1	Circulating directors' resolutions approved by majority	Inclusion of a provision which permits circulating resolutions of directors to be approved by a majority of directors entitled to vote on the resolution.
13.5	Technology-enabled directors' meetings	Insertion of new provisions which more comprehensively cover the use of technology at directors' meetings.
13.6	Quorum for directors' meetings	Amended to allow the board to set the quorum.
20.1	Escrow provisions in relation to restricted securities	Insertion of new provisions addressing recent ASX updates regarding escrow provisions for restricted securities.

### Director's Recommendation

The Board considers that it is in the best interests of the Company and its Shareholders to adopt the New Constitution and unanimously recommends that Shareholders vote in favour of this resolution.

### Item 7 – Approval of Employee Share Option Plan and Employee Share Scheme

ASX Listing Rule 7.1 provides that a company may not issue Equity Securities, or agree to issue Equity Securities, without the approval of shareholders, if the number of Equity Securities to be issued in any 12-month period (including shares issued on the exercise of any options) exceeds 15% of the issued capital of the company preceding the issue.

ASX Listing Rule 7.2 contains a number of exceptions to the prohibition contained in ASX Listing Rule 7.1. In particular, under Exception 13 in ASX Listing Rule 7.2, any Equity Securities issued under an employee incentive scheme within three years of the date on which shareholders approve the issue of those Equity Securities are excluded when calculating the capacity of the Company to issue shares in accordance with ASX Listing Rule 7.1. This Resolution is designed to satisfy the requirements of Exception 13 in ASX Listing Rule 7.2 in relation to the Employee Share Option Plan (Plan) and Employee Share Scheme (Scheme).

If this Resolution is passed, the Company will have the ability to issue Equity Securities to eligible participants under the Plan and Scheme over a period of 3 years without impacting on the Company's 15% placement capacity under Listing Rule 7.1.

If this Resolution is not passed, and if the Board decides to issue any Equity Securities under the Plan and/or Scheme (notwithstanding the non-approval), any Securities issued will be included in calculating the Company's capacity under 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.

The Plan and Scheme are designed as a standard component of KMP and employee remuneration and are intended to comprise the long-term incentive component of remuneration for senior executives, including executive directors.

Other than the Plan and Scheme, the Company has no other employee or executive share-based plans. Grants made under the Scheme are subject to a performance period and performance rights will only vest if the relevant performance conditions are satisfied at the end of the relevant assessment period. Grants made under the Plan are subject to an exercise price and vesting date. The Plan and Scheme have generally been designed to link rewards to eligible employees with improvements in Company performance and the delivery of returns to Shareholders, and to reward performance.

The Plan and Scheme were last approved by Shareholders at the Company's Annual General Meeting on 28 August 2019 (the **2019 AGM**), and the Company seeks further approval of the Plan and Scheme to allow for the issue of Equity Securities under the Plan and Scheme.

Since the Plan was last approved, the Company has as at the date of this notice issued 2,450,000 Options to employees of the Company of which:

- a) Nil have been exercised;
- b) 1,700,000 have been cancelled due to non-continuation of employment; and
- c) 750,000 are currently on issue.

A summary of the key terms of the Plan is attached as Annexure "A".

The maximum number of securities proposed to be issued under the Plan following approval will be 8,777,125 from time to time.

Since the Scheme was last approved, the Company has as at the date of this notice issued 4,967,889 Performance Rights to employees of the Company of which:

- a) 1,151,286 have vested;
- b) 439,794 have lapsed due to non-continuation of employment; and
- c) 3,376,809 currently on issue.

A summary of the key terms of the Scheme is attached as Annexure "A".

The maximum number of securities proposed to be issued under the Scheme following approval will be 8,777,125 from time to time.

Item 7 seeks Shareholder approval to adopt the Plan and Scheme to enable the Company to issue equity securities to eligible employees.

#### **Voting Exclusion Statement**

The Company will disregard any votes cast in favour of this resolution by or on behalf of:

- any person who is eligible to participate in the employee share option plan and the employee share scheme;

- or
- any associates of those persons.

However, the Company need not disregard a vote if it is cast by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

#### **Directors' Recommendation**

The directors unanimously recommend that Shareholders vote in favour of this resolution.

#### **Item 8 – Additional 10% Placement Capacity**

ASX Listing Rule 7.1A provides that an eligible entity (as defined below) may seek security holder approval by special resolution at its annual general meeting to issue equity securities equivalent to an additional 10% of the number of ordinary securities on issue over a period of 12 months after the annual general meeting (**10% Placement Capacity**). This is in addition to the existing 15% placement capacity permitted by ASX Listing Rule 7.1.

Item 8 is a Special Resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Item 8 for it to be passed.

If Item 8 is approved, the number of equity securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out below).

An eligible entity is one that, as at the date of the relevant Annual General Meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

As at the date of this Notice, the Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$8,583,570 million (based on the number of Shares on issue which excludes restricted securities and the closing price of Shares on ASX on 4 July 2022).

Any equity securities issued must be in the same class as an existing class of quoted equity securities. The Company currently has two classes of securities, being quoted fully paid ordinary shares and unquoted options (ASX Code: WNR).

The number of equity securities that the Company may issue under the approval sought by Item 8 will be calculated in accordance with the following formula as set out in ASX Listing Rule 7.1A:

**$(A \times D) - E$**

*Where:*

***A*** = the number of fully paid ordinary securities on issue at the commencement of the relevant period  
(the relevant period):

- (i) plus, the number of fully paid ordinary securities issued in the relevant period under an exception in Listing Rule 7.2 other than exception 9,16 or 17;
- (ii) plus, the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities under rule 7.2 exception 9 where:
  - a. the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
  - b. the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4;
- (iii) plus, the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where:
  - a. The agreement was entered into before the commencement of the relevant period; or
  - b. the agreement or issue was approved, or taken under these rules to have been approved, under rule 7.1 or 7.4;
- (iv) plus, the number of fully paid ordinary securities issued in the relevant period with approval under Listing Rules 7.1 and 7.4;
- (v) Plus, the number of partly paid ordinary securities that became fully paid in the relevant period;
- (vi) less 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 Listing Rule 7.1A.2 in the relevant period where the date of issue or agreement has not been subsequently approved by the holders of its ordinary securities under rule 7.4.

### **Specific information required by Listing Rule 7.1A**

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to Item 8:

#### **Minimum price**

Under the ASX Listing Rules, the securities may only be issued for cash consideration per security which is not less than 75% of the volume weighted average price of securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (a) the date on which the price at which the equity securities are to be issued is agreed; by the Company and the recipient of the securities or
- (b) if the securities are not issued within 10 ASX trading days of the date in paragraph (i) above, the date on which the securities are issued.

#### **Risk of voting dilution**

Shareholders should be aware there is a risk of economic and voting dilution that may result from an issue of equity securities under the 10% Placement Capacity, including the risk that:

- the market price for equity securities in that class may be significantly lower on the issue date than on the date of the Meeting where approval is being sought; and
- the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the date of issue.

Any issue of equity securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any equity securities under the issue.

If Item 8 is approved and the Company issues the maximum number of equity securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the potential dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2, on the basis of the current market price of the Shares and the current number of Shares on issue as at the date of this Notice of Meeting. The table also assumes that no options on issue are exercised into Shares before the date of issue of the equity securities.

The table also shows the voting dilution impact where the number of Shares on issue (Variable "A" in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.<sup>1</sup>

Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$ 0.0245 50% decrease in Issue Price	\$ 0.049 Issue Price	\$ 0.098 100% increase in Issue Price
Current Variable A 175,542,504	10% Voting dilution	17,554,250.40	17,554,250.40	17,554,250.40
	Funds Raised	\$430,079.14	\$860,158.27	\$1,720,316.54
50% increase in current Variable A 263,313,756	10% Voting dilution	26,331,375.60	26,331,375.60	26,331,375.60
	Funds Raised	\$645,118.70	\$1,290,237.40	\$2,580,474.81
100% increase in current Variable A 351,085,008	10% Voting dilution	35,108,500.80	35,108,500.80	35,108,500.80
	Funds Raised	\$860,158.27	\$1,720,316.54	\$3,440,633.08

**Notes:**

<sup>1</sup> The table has been prepared on the following assumptions:

- (a) The Company issues the maximum number of shares available under ASX Listing Rule 7.1A;
- (b) The table shows only the effect of shares issued under ASX Listing Rule 7.1A and does not factor in the Company's ability to issue up to 15% of its issued capital under ASX Listing Rule 7.1;
- (c) The current issue price is \$0.049, being the closing price of the Shares on ASX on 4 July 2022.

(d) *The current number of securities on issue is the Shares on issue as at 4 July 2022, being 175,542,504.*

The table 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. The number of Shares on issue may increase as a result of issues of Shares that do not require approval (for example, a pro rata entitlements issue) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders’ meeting; and
- two examples of where the issue price of shares has decreased by 50% and increased by 100% as against the current market price.

#### **Period for which the approval will be valid**

If Shareholder approval is granted for Item 8, then that approval will expire on the earlier of:

- (a) 31 August 2023, being 12 months from the date of the Meeting;
- (b) the time and date of the Company’s next Annual General Meeting; or
- (c) the date Shareholder approval is granted to a transaction under ASX Listing Rule 11.1.2 (proposed change to nature and scale of activities) or ASX Listing Rule 11.2 (change involving main undertaking).

The approval under ASX Listing Rule 7.1A will cease to be valid in the event that Shareholders approve a transaction under ASX Listing Rule 11.1.2 or 11.2.

#### **Purpose of Issue under 10% Placement Capacity**

The Company may issue equity securities under the 10% Placement Capacity for various purposes including general working capital purposes and to raise funds to further develop the Company’s product offering.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.3 upon issue of any Equity Securities.

### **Allocation under the 10% Placement Capacity**

The allottees of the equity securities to be issued under the 10% Placement Capacity have not yet been determined. However, the allottees of equity securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the allottees at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (a) the purpose of the issue;
- (b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (c) the effect of the issue of the equity securities on the control of the Company;
- (d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (e) prevailing market conditions; and
- (f) advice from corporate, financial and broking advisers (if applicable).

### **Securities issued or agreed to be issued under rule 7.1A.2 in the 12 months preceding the date of Meeting**

The Company issued nil Shares under ASX Listing Rule 7.1A.2 over the 12 months preceding the date of the Meeting (representing 0% of the total number of equity securities on issue at the commencement of the 12-month period).

### **Voting exclusion statement**

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- a 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
- an associate of that person or those persons.

However, the Company need not disregard a vote if it is cast by:

- a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chairman as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Note: In accordance with ASX Listing Rule 14.11.1, as at the date of this Notice of Meeting it is not known who may participate in any placement utilising the 10% Placement Capacity (if any). On that basis, no Shareholders are currently excluded from voting on this Resolution.

#### **Director's Recommendation**

The directors unanimously recommend that Shareholders vote in favour of this resolution.

#### **Chairman's Voting Intention**

The Chairman of the Meeting intends to vote all available undirected proxies in favour of all Resolutions.

## GLOSSARY

**10% Placement Capacity** has the meaning given in Item 8 of the Notice.

**AEST** means Australian Eastern Standard Time as observed in Melbourne, Australia.

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

**Associate** has the meaning given to that term in Division 2 of Part 1.2 of the Corporations Act, as the context requires.

**ASX** means ASX Limited ACN 008 624 691.

**ASX Listing Rules** means the Listing Rules of the ASX, as amended or replaced from time to time except to the extent of any express written waiver by ASX.

**ASX Principles** means the ASX Corporate Governance Principles and Recommendations (4th edition).

**Board** means the current board of directors of the Company.

**Closely Related Party** has the meaning as defined in section 9 of the Corporations Act.

**Company** means Wingara AG Limited (ACN 009 087 469)

**Constitution** means the Company's Constitution.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Directors** means the current directors of the Company.

**Eligible Entity** means an entity that at the relevant date:

- (a) Is not included in the A&P/ASX 300 Index; and
- (b) Has a market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

**Entitlement Time** means 7.00 p.m. (AEST) on 29 August 2022.

**Equity Securities** includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

**Explanatory Notes** means the Explanatory Notes accompanying the Notice.

**Items** means the resolutions set out in the Notice, or any one of them, as the context requires.

**Key Management Personnel** or **KMP** has the meaning as defined in section 9 of the Corporations Act.

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

**Option** means an option to acquire a Share.

**Proxy Deadline** means 10.00 a.m. (AEST) on 29 August 2022.

**Proxy Form** means the proxy form accompanying the Notice.

**Related Body Corporate** has the meaning set out in in section 50 of the Corporations Act.

**Remuneration Report** means the remuneration report set out in the Director's Report section of the Company's annual financial report for the year ended 31 March 2022.

**Resolutions** means the resolutions set out in the Notice, or any one of them, as the context requires.

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

**Shareholder** means a holder of a Share.

**Share Registry** means Computershare Limited.

**Voting Exclusion** means the exclusion of particular Shareholders from voting on a particular Resolution, as specified under that Resolution in the Notice of Meeting.

## Annexure "A"

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### **SUMMARY OF EMPLOYEE SHARE OPTION PLAN**

Set out below is a summary of the key terms of the Employee Share Option Plan (Plan), for which Shareholder approval is sought under Resolution 7.

Terms not defined in the Notice have the meaning given in the Plan.

#### **3 Principal conditions**

##### **3.1 Options awarded only to Managers**

No Options may be issued, granted or awarded to a person under the Plan unless the person remains a Manager as at the Award Date, or the Plan Committee determines otherwise.

##### **3.2 Compliance with laws**

No Option may be offered, issued, granted or awarded to, or exercised by, an Eligible Senior Manager or Participant if to do so would contravene an Applicable Law.

##### **3.3 Shares**

Subject to compliance with all Applicable Laws, Shares to be received by an Eligible Senior Manager or Participant may be issued by the Company at the applicable time, or at the discretion of the Plan Committee may be existing Shares acquired on market and transferred to the Eligible Senior Manager or Participant.

##### **3.4 Partial Exercise**

A tranche of Options (being Options with the same vesting date, Exercise Price and Expiry Date) may only be partly exercised if the Offer states partial exercise is permitted or the Board in its discretion gives prior consent to partial exercise.

##### **3.5 Buy outs**

Subject to compliance with all Applicable Laws, Plan Committee may (but shall not be obliged to) determine that some or all of a Participant's Vested Options or Plan Shares are to be bought out at the Market Value of the Shares that the Options would entitle the Participant to receive if the Option were validly exercised less the exercise price of the Options. The Company will buy out the Options or Plan Shares, if decided to be bought out, by such means as is available to the Company and considered appropriate by the Plan Committee, which may include cancelling Options or an employee share scheme buy back of Plan Shares as employee share plan shares as provided for in the Corporations Act. The receipt of payment for cancelled Options, bought back Plan Shares or otherwise in lieu of Options, Plan Shares or an entitlement to Shares may be delayed until the applicable process has been determined and implemented. A Participant is taken to have agreed to a cancellation or buy back (as applicable) and must complete and return any documents to give effect to the cancellation or buy back.

#### **9 Restriction on disposal of Plan Shares**

##### **9.1 Plan Shares received on exercise of Options**

Unless the Participant has already ceased employment with the Group the Shares acquired by a valid exercise of Options as provided in Rule 8.5 are, if the Offer of the Options so provides, Plan Shares subject to restrictions on disposal under this Rule 9.

## 9.2 No disposal whilst Shares in Plan

A holder of Plan Shares must not dispose of or deal with or grant a Security Interest over (or purport to dispose of or deal with or grant a Security Interest over) any of those Plan Shares or any interest in those Plan Shares while those Plan Shares are held in the Plan and subject to these Rules. This Rule does not prevent a transfer required to give effect to a condition in the Offer such as but not limited to a right to transfer, an obligation to transfer or a deemed transfer upon a specified percentage of the Shares of the Company (or a relevant interest in a specified percentage of the Shares of the Company) being acquired by a person and/or its associates (sometimes described as “tag along” or “drag along” rights)

## 9.3 Withdrawal of Plan Shares

A holder of Plan Shares may at any time, by serving on the Company a written withdrawal notice in a form approved by the Plan Committee, apply to withdraw from the Plan a portion of or all Plan Shares held by the holder.

## 9.4 Refusal to register transfer

Subject to the Listing Rules and Rule 9.2, the Company must refuse to register a paper-based transfer, and must apply or cause to be applied a holding lock to prevent a transfer, of any Plan Shares.

## 9.5 Acceptance of withdrawal application

The Plan Committee must not:

- (a) accept an application to withdraw any Plan Shares:
  - (i) unless arrangements satisfactory to the Plan Committee are made for the repayment of any debts owed by the holder to the Company; or
  - (ii) if any of the events in Rule 10.1(c) or 10.2(b) have occurred, arrangements satisfactory to the Plan Committee are made for the Group to be recompensed for any loss or damage suffered in those circumstances; and for the purposes of Rule 9.5(a)(i) or 9.5(a)(ii) the Company is, if so determined by the Plan Committee, entitled to cause the Participant to forfeit some or all of those Plan Shares or to sell all or any of those Plan Shares for and on behalf of, and as attorney for, the holder and apply the proceeds first in and towards any amount payable to the Group under Rule 9.5(a)(i) or 9.5(a)(ii) and pay any balance to the holder; and
- (b) otherwise unreasonably refuse to accept an application to withdraw any Plan Shares.

## 9.6 Company not liable

The Company is not liable to the holder of Plan Shares for or in relation any damage, loss, cost or other expense incurred by the holder as a result of action taken by the Company under Rule 9.5.

## 9.7 Ceasing employment

A holder of Plan Shares is on ceasing employment (including through the occurrence of a Special Circumstance) with the Group, deemed to have made an application under Rule 9.3 to withdraw all Plan Shares then held.

## 9.8 Removal of holding lock

Acceptance of an application for withdrawal served under Rule 9.3 or deemed made under Rule 9.7 is constituted by the lifting of any holding lock on the relevant Plan Shares.

## 9.9 Cease to be in Plan

On acceptance under Rule 9.8:

- (a) the relevant Plan Shares cease to be held in the Plan and subject to these Rules;
- (b) the relevant Plan Shares cease to be subject to restriction on disposal under Rules 9.2 to 9.9 inclusive;
- (c) the Plan Committee must immediately notify the holder of the Shares that the holding lock has been lifted.

#### 9.10 Notification upon request by Participant

The Company must, if requested, notify the holder of the Shares of the particular time when the holding lock was lifted under Rule 9.8.

### Lapse of Options

#### 10.1 Lapse of Options

An Option lapses and is automatically cancelled and not capable of being exercised on the earliest of:

- (a) the last date specified in the Offer of the Option for the satisfaction of the Performance Hurdles to which the Option is subject (if any) without the Performance Hurdles being satisfied;
- (b) the Expiry Date or other Last Exercise Date of the Option;
- (c) a determination of the Plan Committee that the Option should lapse because the Participant, in the Plan Committee's opinion:
  - (i) unless the Offer of the Option provides that the Option survives termination, has resigned or otherwise ceased to be a Manager voluntarily, or has been dismissed or removed as a Manager for a reason which entitles a body corporate in the Group to dismiss the Participant without notice and without payment in lieu of notice;
  - (ii) has committed an act of fraud, defalcation or gross misconduct in relation to the affairs of that body corporate (whether or not charged with an offence); or
  - (iii) has done an act which brings the Group or any body corporate in the Group into disrepute;
- (d) unless otherwise specified in the Offer of the Option determined by the Plan Committee, the date of termination of employment of the Participant with the Group (other than due to the occurrence of a Special Circumstance); and
- (e) unless otherwise specified in the Offer of the Option determined by the Plan Committee, any circumstance specified in the Offer of the Option, and all rights and obligations in respect of such lapsed Options cease.

#### 10.2 Lapse of Vested Options

Subject to Rule 10.1 (which shall take precedence over this Rule 10.2) an Option that has Vested lapses on the earliest of:

- (a) the Expiry Date or other Last Exercise Date of the Option;
- (b) the occurrence of any circumstance specified in the Offer of the Option;
- (c) a determination of the Plan Committee that the Option should lapse because the Participant, in the Plan Committee's opinion (which discretion is absolute).

- (i) unless the Offer of the Option provides that the Option survives termination, has been dismissed or removed from office for a reason which entitles a body corporate in the Group to dismiss the Participant without notice and without payment in lieu of notice;
  - (ii) has committed an act of fraud, defalcation or gross misconduct in relation to the affairs of that body corporate (whether or not charged with an offence); or
  - (iii) has done an act which brings the Group or any body corporate in the Group into disrepute;
- (c) unless otherwise determined by the Plan Committee, the date of termination of employment of the Participant with the Group (other than due to the occurrence of a Special Circumstance); and
- (d) unless otherwise determined by the Plan Committee, any circumstance specified in the Offer of the Option, and all rights and obligations in respect of such lapsed Options cease.

### 10.3 Rights cease

If a Participant fails for any reason to exercise all the Vested Options (not including Options taken to be exercised as provided in Rule 8.5(b)) registered in the Participant's name before the occurrence of a circumstance set out in Rules 10.1 or 10.2, those Options that the Participant:

- (a) would have been entitled to exercise and that have not been exercised; and
- (b) may have had a right or entitlement to have vested in the Participant, lapse and all rights of a Participant under the Plan in respect of those Options cease.

### 10.3 Dismissal or removal from office

Dismissal or removal from office resulting from the expiration of a term by elapse of time, a requirement in the constitution of the Company that a Director or other officer retire, or the removal of a Director by a resolution passed or approved at a general meeting of members of the Company is not dismissal or removal for a reason which entitles a body corporate in the Group to dismiss the Participant without notice and without payment in lieu of notice for the purposes of this Rule 10.

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## **SUMMARY OF EMPLOYEE SHARE SCHEME**

Set out below is a summary of the key terms of the Employee Share Scheme (Scheme), for which Shareholder approval is sought under Resolution 7.

Terms not defined in the Notice have the meaning given in the Scheme.

### **Principal conditions**

#### 3.1 Performance Rights or Remuneration Shares awarded only to Executives

No Performance Rights or Remuneration Shares may be issued, granted or awarded to a person under the Scheme unless the person remains an Executive as at the Award Date, or the Scheme Committee determines otherwise.

#### 3.2 Compliance with laws

No Performance Right or Remuneration Share may be offered, issued, granted or awarded to, or exercised by, an Eligible Executive or Participant if to do so would contravene an Applicable Law.

#### 3.3 Shares

Subject to compliance with all Applicable Laws, Shares to be received by an Eligible Executive or Participant may be issued by the Company at the applicable time, or at the discretion of the Scheme Committee may be existing Shares acquired on market and transferred to the Eligible Executive or Participant.

#### 3.4 Buy outs

Subject to compliance with all Applicable Laws, Scheme Committee may (but shall not be obliged to) determine that a Participant's entitlement to Shares to which a Participant is to be bought out at the Market Value of the Shares. The Company will buy out the entitlement, if decided to be bought out, by such means as is available to the Company and considered appropriate by the Scheme Committee, which may include an employee share scheme buy back as provided for in the Corporations Act. The receipt of payment in lieu of an entitlement to Shares may be delayed until the applicable process has been determined and implemented. A Participant is taken to have agreed to the buy back of its entitlement (if and as applicable) and must complete and return any documents to give effect to the buy back.

### **Restriction on disposal of Remuneration Shares**

#### 9.1 Remuneration Shares issued on exercise of Performance Rights

Unless the Participant has already ceased employment with the Group the Shares acquired under any exercise of Performance Rights as provided in Rule 8.5 are, if the Offer of the Performance Rights so provides, Remuneration Shares subject to restrictions on disposal under this Rule 9.

#### 9.2 No disposal whilst Shares in Scheme

A holder of Remuneration Shares must not dispose of or deal with or grant a Security Interest over (or purport to dispose of or deal with or grant a Security Interest over) any of those Remuneration Shares or any interest in those Remuneration Shares while those Remuneration Shares are held in the Scheme and subject to these Rules.

#### 9.3 Withdrawal of Remuneration Shares

A holder of Remuneration Shares may at any time, by serving on the Company a written withdrawal notice in a form approved by the Scheme Committee, apply to withdraw from the Scheme a portion of or all Remuneration Shares held by the holder.

#### 9.4 Refusal to register transfer

Subject to the Listing Rules, the Company must refuse to register a paper-based transfer, and must apply or cause to be applied a holding lock to prevent a transfer, of any Remuneration Shares.

#### 9.5 Acceptance of withdrawal application

The Scheme Committee must not:

- (a) accept an application to withdraw any Remuneration Shares:
  - (i) unless arrangements satisfactory to the Scheme Committee are made for the repayment of any debts owed by the holder to the Company; or

- (ii) if any of the events in Rule 10.1(c) or 10.2(b) have occurred, arrangements satisfactory to the Scheme Committee are made for the Group to be recompensed for any loss or damage suffered in those circumstances; and for the purposes of Rule 9.5(a)(i) or 9.5(a)(ii) the Company is, if so determined by the Scheme Committee, entitled to cause the Participant to forfeit some or all of those Remuneration Shares or to sell all or any of those Remuneration Shares for and on behalf of, and as attorney for, the holder and apply the proceeds first in and towards any amount payable to the Group under Rule 9.5(a)(i) or 9.5(a)(ii) and pay any balance to the holder; and

(b) otherwise unreasonably refuse to accept an application to withdraw any Remuneration Shares.

#### 9.6 Company not liable

The Company is not liable to the holder of Remuneration Shares for or in relation any damage, loss, cost or other expense incurred by the holder as a result of action taken by the Company under Rule 9.5.

#### 9.7 Ceasing employment

A holder of Remuneration Shares is on ceasing employment (including through the occurrence of a Special Circumstance) with the Group, deemed to have made an application under Rule 9.3 to withdraw all Remuneration Shares then held.

#### 9.8 Removal of holding lock

Acceptance of an application for withdrawal served under Rule 9.3 or deemed made under Rule 9.7 is constituted by the lifting of any holding lock on the relevant Remuneration Shares.

#### 9.9 Cease to be in Scheme

On acceptance under Rule 9.8:

- (a) the relevant Remuneration Shares cease to be held in the Scheme and subject to these Rules;
- (b) the relevant Remuneration Shares cease to be subject to restriction on disposal under Rules 9.2 to 9.9 inclusive;
- (c) the Scheme Committee must immediately notify the holder of the Shares that the holding lock has been lifted.

#### 9.10 Notification upon request by Participant

The Company must, if requested, notify the holder of the Shares of the particular time when the holding lock was lifted under Rule 9.8.

### 10. Lapse of Performance Rights

#### 10.1 Lapse of Performance Rights

A Performance Right lapses and is automatically cancelled and not capable of being exercised on the earliest of:

- (a) the last date specified in the Offer of the Performance Right for the satisfaction of the Performance Hurdles to which the Performance Right is subject (if any) without the Performance Hurdles being satisfied;
- (b) the Last Exercise Date of the Performance Right;
- (c) a determination of the Scheme Committee that the Performance Right should lapse because the Participant, in the Scheme Committee's opinion:

- (i) unless the Offer of the Performance Right provides that the Performance Right survives termination, has been dismissed or removed from office for a reason which entitles a body corporate in the Group to dismiss the Participant without notice and without payment in lieu of notice;
  - (ii) has committed an act of fraud, defalcation or gross misconduct in relation to the affairs of that body corporate (whether or not charged with an offence); or
  - (iii) has done an act which brings the Group or any body corporate in the Group into disrepute;
- (d) unless otherwise specified in the Offer of the Performance Right determined by the Scheme Committee, the date of termination of employment of the Participant with the Group (other than due to the occurrence of a Special Circumstance); and
- (e) unless otherwise specified in the Offer of the Performance Right determined by the Scheme Committee, any circumstance specified in the Offer of the Performance Right, and all rights and obligations in respect of such lapsed Performance Rights cease.

#### 10.2 Lapse of Vested Performance Rights

Subject to Rule 10.1 (which shall take precedence over this Rule 10.2) a Performance Right that has Vested lapses on the earliest of:

- (a) the Last Exercise Date of the Performance Right;
- (b) a determination of the Scheme Committee that the Performance Right should lapse because the Participant, in the Scheme Committee's opinion:
  - (i) unless the Offer of the Performance Right provides that the Performance Right survives termination, has been dismissed or removed from office for a reason which entitles a body corporate in the Group to dismiss the Participant without notice and without payment in lieu of notice;
  - (ii) has committed an act of fraud, defalcation or gross misconduct in relation to the affairs of that body corporate (whether or not charged with an offence); or
  - (iii) has done an act which brings the Group or any body corporate in the Group into disrepute;
- (c) unless otherwise determined by the Scheme Committee, the date of termination of employment of the Participant with the Group (other than due to the occurrence of a Special Circumstance); and
- (d) unless otherwise determined by the Scheme Committee, any circumstance specified in the Offer of the Performance Right, and all rights and obligations in respect of such lapsed Performance Rights cease.

#### 10.3 Rights cease

If a Participant fails for any reason to exercise all the Vested Performance Rights (not including Performance Rights taken to be exercised as provided in Rule 8.5(b)) registered in the Participant's name before the occurrence of a circumstance set out in Rules 10.1 or 10.2, those Performance Rights that the Participant:

- (a) would have been entitled to exercise and that have not been exercised; and
- (b) may have had a right or entitlement to have vested in the Participant, lapse and all rights of a Participant under the Scheme in respect of those Performance Rights cease.

#### 10.3 Dismissal or removal from office

Dismissal or removal from office resulting from the expiration of a term by elapse of time, a requirement in the constitution of the Company that a Director or other officer retire, or the removal of a Director by a resolution passed or approved at a general meeting of members of the Company is not dismissal or removal for a reason which entitles a body corporate in the Group to dismiss the Participant without notice and without payment in lieu of notice for the purposes of this Rule 10.

# Wingara AG Limited

ABN 58 009 087 469

## Need assistance?



**Phone:**

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



**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)

WNR

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



## Wingara AG Limited Annual General Meeting

The Wingara AG Limited Annual General Meeting will be held on Wednesday, 31 August 2022 at 10.00 a.m. (AEST). You are encouraged to participate in the meeting using the following options:



### MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit [www.investorvote.com.au](http://www.investorvote.com.au) and use the below information:



**Control Number: 999999**

**SRN/HIN: I9999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

For your proxy appointment to be effective it must be received by 10.00 a.m. (AEST) on Monday, 29 August 2022.



### ATTENDING THE MEETING IN PERSON

The meeting will be held at:  
William Buck, Level 20, 181 William Street, Melbourne, Victoria

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

# Wingara AG Limited

ABN 58 009 087 469



WNR

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

## Need assistance?



**Phone:**

1300 556 161 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10.00 a.m. (AEST)** on **Monday, 29 August 2022.**

# Proxy Form

## How to Vote on Items of Business

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

### APPOINTMENT OF PROXY

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

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

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

**A proxy need not be a securityholder of the Company.**

## SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

## PARTICIPATING IN THE MEETING

### Corporate Representative

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

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**

**SRN/HIN: I999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

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

### By Fax:

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



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

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

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



I 9999999999

I ND

# Proxy Form

Please mark  to indicate your directions

## Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/we being a member/s of Wingara AG Limited hereby appoint

the Chairman of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Wingara AG Limited to be held at William Buck, Level 20, 181 William Street, Melbourne, Victoria on Wednesday, 31 August 2022 at 10.00 a.m. (AEST) and at any adjournment or postponement of that meeting.

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

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

## Step 2 Items of Business

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

	For	Against	Abstain
Item 2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Re-election of Director - Mr David Christie	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Re-election of Director - Mr Brendan York	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 Re-election of Director - Mr Marcello Diamante	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6 Amendment of Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 7 Approval of Employee Share Option Plan and Employee Share Scheme	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 8 Additional 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

Individual or Securityholder 1  Securityholder 2  Securityholder 3  / /  
Sole Director & Sole Company Secretary Director Director/Company Secretary Date

**Update your communication details** (Optional)

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

WNR

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