

27 March 2024

Dear Shareholder

ANNUAL GENERAL MEETING – NOTICE AND PROXY FORM

The Voluntary Administrators refer to previous announcements and provide notice that an Annual General Meeting (**AGM** or **Meeting**) of Shareholders of Wellfully Limited (Administrators Appointed) ACN 056 482 636 (ASX:WFL) (**Wellfully** or the **Company**) will be held as follows:

Time and date: 10am (Perth time) on Friday, 26 April 2024**Location:** Pitcher Partners, Level 11, 12 The Esplanade, Perth Western Australia

As permitted by the Corporations Act, the Company will not be dispatching physical copies of the Notice of Meeting unless the shareholder has made a valid election to receive documents in hard copy. Instead, the Notice of Meeting and accompanying explanatory statement (**Meeting Materials**) are being made available to shareholders electronically and can be viewed and downloaded at the following link: <https://www.asx.com.au/markets/company/WFL>.

For those shareholders that have not elected to receive notices by email, a copy of the Proxy Form will be mailed to you. Please complete and return the Proxy Form to Pitcher Partners, using any of the following methods:

By Mail: Pitcher Partners, PO Box 5622 St Georges Terrace, Perth WA 6831**In Person:** Pitcher Partners, Level 11, 12 The Esplanade, Perth WA 6000**By Fax:** 08 9322 1262 (within Australia) or +61 8 9322 1262 (outside Australia)**By Email:** sieberd@pitcher-wa.com.au

Your proxy voting instruction must be received by 10am (Perth time) on Wednesday 24 April 2024, being not later than 48 hours before the commencement of the Meeting.

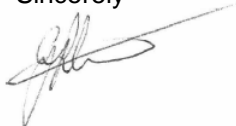
Any proxy voting instructions received after that time will not be valid for the scheduled Meeting.

The Company strongly encourages all shareholders to submit their Proxy Form as instructed prior to the Meeting as the AGM will not accommodate live voting, other than for those shareholders present in person.

The Meeting Materials should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

If you have difficulties obtaining a copy of the Meeting Materials, please contact the Damian Sieber from Pitcher Partners, by email at sieberd@pitcher-wa.com.au or by phone on 08 9322 2022 (within Australia) or + 61 8 9322 2022 (outside Australia).

Sincerely



Chris Pattinson
Voluntary Administrator
Wellfully Limited (Administrators Appointed)

**WELLFULLY LIMITED
(ADMINISTRATORS APPOINTED)
ACN 056 482 636**

NOTICE OF ANNUAL GENERAL MEETING

**Meeting to be held at Pitcher Partners, Level 11, 12 The Esplanade, Perth, Western
Australia
on Friday, 26 April 2024 commencing at 10am (Perth time).**

This Notice and Explanatory Statement should be read in its entirety.

**Shareholders are urged to attend or vote by lodging the Proxy Form attached to this
Notice.**

**If Shareholders are in doubt as to how to vote, they should seek advice from their
accountant, solicitor or other professional adviser without delay.**

WELLFULLY LIMITED (ADMINISTRATORS APPOINTED)
ACN 056 482 636

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of Wellfully Limited (Administrators Appointed) ACN 056 482 636 will be held at Pitcher Partners, Level 11, 12 The Esplanade, Perth, Western Australia on Friday, 26 April 2024 commencing at 10am (Perth time).

Terms and abbreviations used in this Notice are defined in the Glossary in the Explanatory Statement attached to this Notice.

AGENDA

Ordinary business

1. Financial Statements

To receive the Financial Statements for the year ended 30 June 2023.

Note: There is no requirement for Shareholders to approve these statements.

2. Resolution 1 – Adoption of the Remuneration Report

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“To adopt the Remuneration Report for the financial year ended 30 June 2023.”

Note: This Resolution is advisory only and does not bind the Company or the Directors. The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the meeting when reviewing the Company’s remuneration policies.

Voting Prohibition Statement for Resolution 1:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. Resolution 2 – Election of Mr John Forrester as a Director

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“That for the purposes of clause 12.3 of the Constitution and for all other purposes, Mr John Forrester is elected as a Director of the Company.”

4. Resolution 3 – Election of Mr David Wheeler as a Director

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“That for the purposes of clause 12.3 of the Constitution and for all other purposes, Mr David Wheeler is elected as a Director of the Company.”

5. Resolution 4 – Election of Mr Tim Slate as a Director

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“That for the purposes of clause 12.3 of the Constitution and for all other purposes, Mr Tim Slate is elected as a Director of the Company.”

6. Resolution 5 – Appointment of Moore Australia Audit (WA) as auditor

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“That for the purposes of section 327C of the Corporations Act 2001 (Cth) and for all other purposes, Moore Australia Audit (WA), having consented in writing to act as auditors of the Company, be appointed as auditors of the Company.”

EXPLANATORY STATEMENT

The accompanying Explanatory Statement forms part of this Notice and should be read in conjunction with it.

Shareholders are specifically referred to the Glossary in the Explanatory Statement which contains definitions of capitalised terms used in this Notice and the Explanatory Statement.

Proxies

Please note that:

- (a) a Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company;
- (c) a Shareholder may appoint a body corporate or an individual as its proxy;
- (d) a body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy; and
- (e) Shareholders entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms. If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company or its share registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

Voting Entitlements

The Voluntary Administrators have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5pm (AWST) on Thursday, 25 April 2024.

Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company Secretary in advance of the Meeting or handed in at the Meeting when registering as a corporate representative. An appointment of Corporate Representative form is enclosed if required.



Chris Pattinson
Voluntary Administrator

27 March 2024

1. Financial Statements

The Financial Statements are placed before the meeting thereby giving shareholders the opportunity to discuss those documents and to ask questions. The Company's auditor will be attending the Meeting and will be available to answer any questions relevant to the conduct of the audit and his report.

No vote will be taken on the Financial Statements. However, shareholders attending the Meeting will be given a reasonable opportunity to ask questions about, or make comments on, the Financial Statements.

2. Resolution 1 – Adoption of the Remuneration Report

2.1 General

The Annual Report for the year ended 30 June 2023 contains the Remuneration Report which:

- (a) explains the Board's policies in relation to the nature and level of remuneration paid to Directors of the Company;
- (b) sets out the remuneration details for each Director; and
- (c) sets out the details of any Share based compensation.

The Remuneration Report is contained within the Directors' Report in the Company's Annual Report.

Voting on the adoption of the Remuneration Report is for advisory purposes only and will not bind the Directors or the Company.

The Chairperson of the Meeting will allow reasonable opportunity for Shareholders to ask questions about, or comment on, the Remuneration Report at the Meeting.

The Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive meetings, Shareholders will be required to vote at the second of those meetings on a resolution (a "spill resolution") on whether the Board should be put up for re-election. If the spill resolution is passed, another meeting (a "spill meeting") must be held within 90 days at which all of the Company's Directors (other than the Managing Director) who were in office at the date of approval or otherwise of the applicable Directors' Report must go up for re-election.

2.2 Recommendation

The Voluntary Administrators recommend that Shareholders vote in favour of Resolution 1.

3. Resolutions 2 to 4 – Election of Mr John Forrester, Mr David Wheeler and Mr Tim Slate as Directors

3.1 General

Each of Mr Forrester (on 18 May 2023), Mr Wheeler (on 26 March 2024) and Mr Slate (on 26 March 2024) was appointed as a Director to fill a casual vacancy on the Board in accordance with clause 12.7 of the Constitution.

In accordance with clause 12.3(b)(ii) of the Constitution, Mr John Forrester retires, and being eligible, offers himself for election as a Director.

In accordance with clause 12.3(b)(ii) of the Constitution, Mr David Wheeler retires, and being eligible, offers himself for election as a Director.

In accordance with clause 12.3(b)(ii) of the Constitution, Mr Tim Slate retires, and being eligible, offers himself for election as a Director.

(a) **Mr John Forrester**

Mr Forrester has over 20 years' experience in business development, operations and leadership across multiple sectors including ICT, finance and professional services throughout the Australian and Asian markets.

As co-founder and chief operating officer of an Australian SaaS eLearning and marketing startup, his wide breadth of experience has cultivated a strong passion for building highly scalable businesses, capital raising, the development and launching of several software solutions and the commercialisation of several international patents.

John has extensive experience in management positions in organisations, has worked extensively with executive teams to design and implement business strategies for performance and growth, brokering of deals and management of business relationships within Australasia.

(b) **Mr David Wheeler**

Mr Wheeler comes from a background of more than 30 years of senior executive management, directorships, and corporate advisory experience. He is a foundation director and partner of Pathways Corporate, a corporate advisory firm that undertakes assignments on behalf of family offices, private clients, and ASX-listed companies.

David has engaged in business projects in the USA, UK, Europe, NZ, China, Malaysia, Singapore and the Middle East. He is a Fellow of the Australian Institute of Company Directors and has experience on public and private company boards, currently holding a number of directorships and advisory positions in Australian companies.

(c) **Mr Tim Slate**

Mr Slate has over 15 years' experience in the accounting and company secretarial profession, having worked in Perth across a diverse range of multinational and small companies, and has experience in ASX/LSE listed company, private entities and working with high net-worth individuals.

Tim holds a Bachelor of Commerce from the University of Western Australia, is a Chartered Accountant, an Associate Member of the Governance Institute of Australia and a Graduate of the Australian Institute of Company Directors.

3.2 Recommendation

The Voluntary Administrators recommend that Shareholders vote in favour of Resolutions 2 to 4.

4. Resolution 5 – approval of appointment of Moore Australia Audit (WA) as auditor

4.1 General

Section 327C of the Corporations Act says that, if:

- (a) a vacancy occurs in the office of auditor of a public company; and
- (b) the vacancy is not caused by the removal of an auditor from office; and
- (c) there is no surviving or continuing auditor of the company;

the directors must, within 1 month after the vacancy occurs, appoint an auditor to fill the vacancy unless the company at a general meeting has appointed an auditor to fill the vacancy.

Resolution 5 is required to fill the vacancy created by the resignation of RSM Australia Partners as the Company's auditor.

On 29 January 2024, Moore Australia Audit (WA) consented to act as the Company's auditor, subject to ASIC approving the resignation of RSM Australia Partners.

On 19 February 2024, RSM Australia Partners' resignation as auditor was approved by ASIC.

4.2 Recommendation

Accordingly, the Voluntary Administrators recommend that Shareholders vote in favour of Resolution 5.

5. Glossary

\$ means Australian dollars.

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

ASIC means the Australian Securities and Investments Commission.

Board means the board of Directors.

Chairperson means the person appointed to chair the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or the member's spouse;
- (d) anyone else who is on the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth) for the purposes of this definition.

Company means Wellfully Limited (Administrators Appointed) (ACN 056 482 636).

Constitution means the constitution of the Company.

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

Director means a director of the Company.

Explanatory Statement means the explanatory statement attached to the Notice.

Financial Statements means the financial reports, Voluntary Administrators' declaration and reports, and the auditor's report for the Company.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Non-executive Director means a non-executive Director of the Company.

Notice means this notice of meeting.

Resolution means a resolution contained in the Notice.

Section means a section contained in this Explanatory Statement.

Shareholder means a shareholder of the Company.

Voluntary Administrator means each of Mr Christopher Pattinson and Mr Bryan Hughes who were appointed as joint and several administrators of the Company on 18 August 2023.

In this Notice, words importing the singular include the plural and vice versa.

Your proxy voting instruction must be received by **10:00AM AWST, 24 April 2024** being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

ANNUAL GENERAL MEETING

I/We	<input type="text"/>	HIN/SRN:	<input type="text"/>
of	<input type="text"/>		

being a Shareholder of Wellfully Ltd (Administrators Appointed) entitled to attend and vote the Annual General Meeting at the office of Pitcher Partners, Level 11 12 The Esplanade, Perth, hereby

Appoint	<input type="text"/>
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Name of proxy

OR the Chairperson of the Annual General Meeting as your proxy

or failing the person so named or, if no person is named, the Chairperson of the Annual General Meeting, or the Chairperson's nominee, to vote in accordance with the following directions, or if no directions have been given, as the proxy sees fit, at the Annual General Meeting to be held at **10:00AM AWST, on 26 April 2024 at Pitcher Partners, Level 11, 12 The Esplanade, Perth Western Australia** and any adjournment thereof.

The Chairperson intends to vote undirected proxies in favour of all Resolutions in which the Chairperson is entitled to vote.

Voting on business of the Meeting	FOR	AGAINST	ABSTAIN
Resolution 1: Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2: Election of Mr John Forrester as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3: Election of Mr David Wheeler as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4: Election of Mr Timothy Slate as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5: Appointment of Moore Australia Audit (WA) as auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on the Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is _____ %

Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Contact name: _____ **Contact number:** _____

Email address: _____ **Date (DD/MM/YY)** ____ / ____ / ____