

22 December 2022

Dear Shareholder

GENERAL MEETING – NOTICE AND PROXY FORM

Notice is given that a General Meeting (**Meeting**) of Shareholders of Wellfully Limited (ACN 056 482 636) (ASX: WFL) (**Wellfully** or the **Company**) will be held as follows:

Time and date: 10am (Perth time) on Wednesday, 25 January 2023

Location: Nexia Perth, Level 3, 88 William Street, Perth, Western Australia

Virtually: via Automic Share Registry's platform. Shareholders can also participate in the Meeting online and watch the webcast, where there would be an opportunity to ask questions during or at the conclusion of the meeting. Shareholders are also encouraged to send questions to the Company prior to the meeting to help streamline the Meeting, by submitting questions to madeline.howson@advisir.com.au. To view the meeting and any update on activities on-line, shareholders can pre-register for access to the meeting, via Automic, through the following link:

https://us02web.zoom.us/webinar/register/WN_ZrY7nAGmRcSLtkkkTGbtyg

As permitted by the *Corporations Act 2001* (Cth), 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://wellfully.net/asx-announcements/>.

For those shareholders that have not elected to receive notices by email, a copy of your personalised Proxy Form is enclosed for your convenience. Please complete and return the attached Proxy Form to the Company's share registry, Automic, using any of the following methods:

Online: <https://investor.automic.com.au/#loginsah>

By Mail: Automic, GPO Box 5193, Sydney, NSW, 2001, Australia

Directors
Mr Paul Peros
Mr Jeffrey Edwards
Mr Steven Schapera
Mr Andy Wortlock

CEO
Mr Paul Peros

Company Secretary
Mr Henko Vos

Registered Office
284 Oxford Street
Leederville
Western Australia
6007

Contact
Tel: +61 8 9443 3011
www.wellfully.net
ABN: 72 056 482 636

In Person: Automic, Level 5, 126 Phillip Street, Sydney, NSW

By Fax: 02 8583 3040 (within Australia) or +61 2 8583 3040 (outside Australia)

By Email: meetings@automicgroup.com.au

Your proxy voting instruction must be received by 10am (Perth time) on Monday, 23 January 2023, 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 personalised Proxy Form as instructed prior to the Meeting as the Meeting 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 Company's share registry, Automic, on 1300 288 664 (within Australia) or + 61 2 9698 5414 (outside Australia).

On behalf of the Board of Directors.

Henko Vos
Company Secretary
Wellfully Limited

WELLFULLY LIMITED
(ACN 056 482 636)

NOTICE OF GENERAL MEETING

**Meeting to be held at the offices of Nexia Perth, Level 3, 88 William Street, Perth, Western
Australia
on Wednesday, 25 January 2023 commencing at 10.00am (Perth time), and via webcast.**

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 (ACN 056 482 636)

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of Wellfully Limited (ACN 056 482 636) will be held at Nexia Perth, Level 3, 88 William Street, Perth, Western Australia on Wednesday, 25 January 2023 commencing at 10.00am (Perth time), and virtually via Automic Share Registry's platform.

Shareholders can also participate in the General Meeting online and watch the webcast, where there would be an opportunity to ask questions during or at the conclusion of the meeting.

Shareholders are also encouraged to send questions to the Company prior to the meeting to help streamline the General Meeting, by submitting questions to madeline.howson@advisir.com.au.

To view the meeting and any update on activities on-line, shareholders can pre-register for access to the meeting, via Automic, through the following link:

https://us02web.zoom.us/webinar/register/WN_ZrY7nAGmRcSLtkkkTGbtyg

Shareholders are also encouraged to submit their proxy forms prior to the meeting as the General Meeting will not accommodate live voting, other than for those shareholders present in person.

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

AGENDA

Ordinary Business

1. Resolution 1 – Proposed Transaction – Approval of Completion Consideration Shares Issue to Capital D

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of the Completion Consideration Shares to Capital D or its nominee for payment in respect of the Proposed Transaction on the terms and conditions set out in the Explanatory Statement."

2. Resolution 2 – Proposed Transaction – Approval of Earn-out Shares Issue to Capital D

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of the Earn-out Shares to Capital D or its nominee for payment in respect of the Proposed Transaction on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statements for Resolutions 1 to 2:

For each of Resolutions 1 to 2, the Company will disregard any votes cast in favour of these Resolutions by or on behalf of:

- (a) a person or entity who is expected to participate in, or will obtain a material benefit as a result of, the proposed issue (including Capital D) (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- (b) an associate of that person (or those persons).

However, this does not apply to a vote cast in favour of the Resolution by:

- (c) 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
- (d) 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
- (e) 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.

3. Resolution 3 – Proposed Placement – Pre-approval of Share Issue to Raise up to \$5 million

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of Shares to raise up to \$5 million, at a share price to be determined by the Directors, to the persons and entities as described in Explanatory Statement cl.2.1, and otherwise on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statements for Resolution 3:

For Resolution 3, the Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) a person or entity who is expected to participate in, or 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 entity); or
- (b) an associate of that person (or those persons).

However, this does not apply to a vote cast in favour of the Resolution by:

- (c) 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
- (d) 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
- (e) 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.

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 Directors 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 (Perth time) on Monday, 23 January 2023.

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.

By order of the Board



Mr Paul Peros
Chairman
22 December 2022

EXPLANATORY STATEMENT

1. Resolutions 1 and 2 – Issue of Shares to Capital D

1.1 General

Resolutions 1 and 2 seek shareholder approval for the issue of Shares to Capital D or its nominee in payment in respect of the Proposed Transaction, being the acquisition of TBB.

The Company and Capital D have signed a non-binding Memorandum of Understanding in respect of the Proposed Transaction.

Formal binding agreements in respect of the Proposed Transaction are being negotiated between the parties as at the date of this Notice. However, the Company expects the Proposed Transaction to include the following key elements (as per the Company's announcement to ASX on 6 December 2022):

- (a) The Proposed Transaction is expected to be cashless: Capital D will exchange 100% of the shares of TBB for ordinary shares in the Company;
- (b) Value at completion A\$1M: The value of the consideration shares is equivalent to A\$1 million, based on the 15-day VWAP of the Company's shares at the completion of the transaction (for the 15 day period up to 15 December 2022 the VWAP was \$0.016 which in turn would result in the issue of approximately 62.5 million ordinary shares in the Company) (**Completion Consideration Shares**);
- (c) An earnout fee of up to another \$1 million will apply if revenue milestones are met: A success fee that is based on the effective audited revenues of TBB in the period 1 January 2023 to 31 December 2023, in the Company's shares at a 15-day VWAP in the amount of up to another A\$1 million, linearly scaled between period revenues of A\$12.4 million and A\$21.7 million corresponding to 0% - 100% of the consideration (**Earn-out Shares**). Should the period revenues reach only A\$ 12.4 million, or less, there is no earnout fee, for period revenues between A\$ 12.4 and A\$ 21.7 million, the earnout due will be calculated according to the formula $\text{earnout} = \text{A\$ } 1\text{M} \times (\text{period revenues} - \text{A\$ } 12.4\text{M}) / \text{A\$ } 9.3\text{M}$ (example: if period revenues are A\$ 15M, the earnout will be $\text{A\$ } 1\text{M} \times (\text{A\$ } 15\text{M} - 12.4\text{M}) / \text{A\$ } 9.3\text{M} = \text{A\$ } 1\text{M} \times \text{A\$ } 2.6\text{M} / \text{A\$ } 9.3\text{M} = \text{A\$ } 1\text{M} \times 28\% = \text{A\$ } 0.28\text{M}$). In case of period revenues of A\$ 21.7M, or higher, the earnout is capped at A\$ 1M. The Company intends to seek a waiver from ASX to allow the Company to issue the Earn-out Shares more than 3 months following any Shareholder approval of Resolution 1 at the Meeting;
- (d) TBB liability reduction: The current owners of TBB will seek a reduction of the liabilities of TBB prior to the transaction, from A\$1.6 million to A\$0.8 million;
- (e) Bridge loan: A transitional cash loan of A\$0.6 million at EURIBOR +2% over 12 months will be provided by some of TBB's current shareholders to the Company; it will also be convertible at 15-day VWAP, to the Company's shares, or repaid, at the Company's election;
- (f) Post-merger plan: This merger will be accompanied by a post-merger integration plan designed to prioritize, and allow access to, key synergies between the two companies that will be detailed in the upcoming period. This plan will also serve to support the Company's consideration of all financing options;
- (g) Board of Directors composition: Capital D will be offered one Non-Executive Director position on the Company's Board of Directors.
- (h) Timetable: Subject to agreement of formal documentation and approval of the Resolutions that are the subject of this Notice, the Company expects to close the transaction as soon as practicable following the Meeting.

TBB is a wellness products marketing company incorporated in Berlin whose brands include "Skingood Garden", a wellness-cantered skincare brand, and "Natural Mojo", a wellness nutrition business. TBB's simplified business model is focusing on:

- (a) managing its two brands and their corresponding ranges;
- (b) marketing its products through influencer and performance marketing; and
- (c) distributing its products through DTC (direct-to-consumer), marketplaces and B2B channels.

TBB generated sales revenue of A\$12.2 million in the 12 months ending September 2022 (unaudited) and currently operates at, or near to, breakeven.

TBB is a sales and marketing spin-off from its three sister brands resulting from the sale of its parent entity, Invisible Brands, by Capital D to Henkel AG & Co. KGaA (Henkel) in 2020.

1.2 Purpose of Approvals

On 6 December 2022, the Company announced that it had entered into a Memorandum of Understanding with Capital D in respect of the Proposed Transaction.

Resolution 1 seeks approval for the issue of the Completion Consideration Shares to Capital D as at completion of the Proposed Transaction.

Resolution 2 seeks approval for the issue of the Earn-out Shares to Capital D, if payable, following completion of the Proposed Transaction.

The Company does not currently have sufficient placement capacity under Listing Rule 7.1 to issue the Completion Consideration Shares or the Earn-out Shares contemplated under Resolutions 1 and 2. Resolutions 1 and 2 accordingly seek pre-approval from Shareholders to issue the Completion Consideration Shares and the Earn-out Shares. Should the relevant approvals not be obtained, the Company will not be able to issue the Completion Consideration Shares or the Earn-out Shares until it has sufficient placement capacities under Listing Rule 7.1.

1.3 Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, 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 issues contemplated by Resolutions 1 and 2 do not fall within any of these exceptions and exceed the 15% limit in Listing Rule 7.1. It therefore requires the approval of the Company's shareholders under Listing Rule 7.1.

Resolutions 1 and 2 seek the required shareholder approvals to the issues under and for the purposes of Listing Rule 7.1.

In either case, if Resolution 1 or 2 is passed, the Company will be able to proceed with the issue and proceed to completion of the Proposed Transaction (in the case of Resolution 1) and pay the earn-out consideration (in the case of Resolution 2). In addition, the issues will be excluded from the calculation of the number of equity securities that the Company can issue without shareholder approval under Listing Rule 7.1.

In either case, if Resolution 1 or 2 is not passed, the Company will not be able to proceed with the issue and the Company will not be able to proceed with the Proposed Transaction (in the case of Resolution 1) or the Company will not be able to pay the earn-out consideration and may be in breach of the formal agreements for the Proposed Transaction (which are yet to be finalised) (in the case of Resolution 2).

1.4 Technical Information Required by Listing Rule 7.3

The Shares and Options to be issued pursuant to Resolution 1 are intended to be issued following approval of Shareholders pursuant to Listing Rule 7.1.

For the purposes of Listing Rule 7.3, the following information is provided to Shareholders:

(a) Resolution 1

- (i) The Shares are to be issued to Capital D or its nominee. Capital D is not considered a material investor for the purpose of paragraph 7.2 of ASX Guidance Note 21.
- (ii) The actual number of Shares to be issued is unknown at the date of this Notice with the number to be issued to be calculated as A\$1 million divided by the share price, which will

be calculated as the volume weighted average price (VWAP) of Wellfully shares during the 15 consecutive trading days prior to payment.

The table below shows the number of Shares that may be issued and the total number of Shares on issue after that issue at a 15-day VWAP of \$0.016. The table also indicates the number of Shares that will be issued assuming an 50% increase (\$0.024) and a 50% decrease (\$0.008) to the VWAP of \$0.016.

	At an assumed Share price of \$0.008 (being a 50% decrease to the VWAP of \$0.016)	At an assumed VWAP of \$0.016	At an assumed Share price of \$0.024 (being a 50% increase to the VWAP of \$0.016)
Number of Shares issued at relevant share price	125 million	62.5 million	41.7 million

The above calculated numbers will change based on the actual funds raise and the actual Share price at which the funds are raised. The above is an illustrative example only.

- (iii) The Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (iv) The Shares are to be issued no later than 3 months after the date of the Meeting.
- (v) The share price will be the volume weighted average price of the Company's shares during the 15 consecutive trading days prior to payment.
- (vi) The Shares are to be issued in payment at completion of the Proposed Transaction.
- (vii) The material terms of the Memorandum of Understanding for the Proposed Transaction are set out the Company's announcement to ASX dated 6 December 2023 and in Section 1.1.
- (viii) A voting exclusion statement is included in the Notice.

(b) **Resolution 2**

- (i) The Shares are to be issued to Capital D or its nominee. Capital D is not considered a material investor for the purpose of paragraph 7.2 of ASX Guidance Note 21.
- (ii) The actual number of Shares to be issued is unknown at the date of this Notice with the number to be issued to be calculated, assuming the revenue milestones are met, as A\$1 million divided by the share price based on the revenues earned, which will be calculated as the volume weighted average price (VWAP) of Wellfully shares during the 15 consecutive trading days prior to payment.

The table below shows the number of Shares that may be issued and the total number of Shares on issue after that issue at a 15-day VWAP of \$0.016, at both the minimum and maximum levels of the potential earn-out (assuming the revenue milestones are met). The table also indicates the number of Shares that will be issued assuming an 50% increase (\$0.024) and a 50% decrease (\$0.008) to the VWAP of \$0.016.

	At an assumed Share price of \$0.008 (being a 50% decrease to the VWAP of \$0.016)	At an assumed VWAP of \$0.016	At an assumed Share price of \$0.024 (being a 50% increase to the VWAP of \$0.016)
Number of Shares issued at relevant share price, at minimum earn-out of A\$12.4 million	zero	zero	zero
Number of Shares issued at relevant share price, at 50% of earn-out of A\$17.05 million	62.5 million	31.25 million	20.85 million
Number of Shares issued at relevant share price, at maximum earn- out of A\$21.7 million	125 million	62.5 million	41.7 million

The above calculated numbers will change based on the actual funds raise and the actual Share price at which the funds are raised. The above is an illustrative example only.

- (iii) The Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (iv) Subject to any waiver that may be granted by ASX to allow the Shares to be issued at a later time (if any), the Shares are to be issued no later than 3 months after the date of the Meeting. The Company intends to apply to ASX for this waiver following the date of this Notice. There is no guarantee that the waiver will be granted by ASX. If ASX does not grant such a waiver, the Company will need to seek a further shareholder approval.
- (v) The share price will be the volume weighted average price of the Company's shares during the 15 consecutive trading days prior to payment.
- (vi) The Shares are to be issued following the finalisation of TBB's accounts for the period up to 31 December 2023, assuming achievement of the relevant milestones for the earn-out for the Proposed Transaction. The earn-out has been structured so as ensure that the Company does not overpay for expected revenue.
- (vii) The material terms of the Memorandum of Understanding for the Proposed Transaction are set out the Company's announcement to ASX dated 6 December 2023 and in Section 1.1.
- (viii) A voting exclusion statement is included in the Notice.

1.5 Technical Information Required for Listing Rule 14.1A

In each case, if one of Resolutions 1 and 2 is passed, the equity securities issued by the Company will be excluded from the calculation of the Company's 15% issue capacity in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue (or agreement to issue) of the equity securities.

In each case, if one of Resolutions 1 and 2 is not passed, as the Company does not currently have sufficient capacity, then it would not be able to issue the securities.

2. Resolution 3 – Proposed Placement – Pre-approval of Share Issue to Raise up to \$5 million

2.1 General

Resolution 3 seeks shareholder pre-approval of a Share issue to raise up to \$5 million (**Proposed Placement**).

If the Resolution is approved, funds raised from the Proposed Placement will allow the Company various options to access the growth capital needed for the successful integration of the TBB and Company operations (approximate dollar breakdown is based on the maximum of \$5 million being raised):

- (a) Integration of the Company's brands, RÉDUIT into TBBs direct-to-consumers (DTC) operation (approximately \$1.3 million);
- (b) Integration of the Company's brands, SWISSWELL into TBBs direct-to-consumers (DTC) operation (approximately \$0.9 million);
- (c) Integration of TBBs product portfolio product management into the Company's operations (approximately \$1.1 million);
- (d) Integration of TBBs product portfolio sourcing into the Company's operations (approximately \$0.7 million);
- (e) Integration of TBBs product portfolio supply-chain into the Company's operations (approximately \$0.4 million);
- (f) To fund related general working capital requirements (approximately \$0.6 million).

The Company is currently considering a range of opportunities and no decisions have been made by the Board in relation to any specific transaction or funding source.

A capital raising may involve a placement to professional, sophisticated and institutional investors. Accordingly, the Company seeks approval to raise additional equity capital by way of the Proposed Placement to fund the abovementioned development goals.

2.2 Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, 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 issues contemplated by Resolution 3 does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of the Company's shareholders under Listing Rule 7.1.

Resolution 3 seeks the required shareholder approvals to the issue under and for the purposes of Listing Rule 7.1.

If Resolution 3 is passed, the Company will be able to proceed with the issue and Proposed Placement. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without shareholder approval under Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be able to proceed with some or all of the issue and the Proposed Placement.

2.3 Number of Shares that may be Issued under the Proposed Placement

The table below shows the number of Shares that may be issued, total funds raised under the Proposed Placement and total number of Shares on issue after the Proposed Placement using the minimum, maximum and average closing share price over the past 30 days prior to the date of this Notice, by way of example only (as the Company has not agreed or determined a share price for the Proposed Placement):

	Minimum \$0.014	Average \$0.018	Maximum \$0.021
Number of Shares issued under the Proposed Placement	357 million	278 million	238 million
Total funds raised under the Proposed Placement	A\$ 5 million	A\$ 5 million	A\$ 5 million
Total number of Shares on issue after the Proposed Placement	748 million	669 million	629 million
% of new Shares issued against the total number of Shares on issue after the Proposed Placement	48%	42%	38%

¹ Based on the Company currently having 391 million Shares on issue, no Options being exercised, and no other Shares having been issued, including any that might be issued under any other Resolution proposed in this Notice.

The above calculated numbers will change based on the actual funds raise and the actual Share price at which the funds are raised. The above is an illustrative example only.

2.4 Technical Information Required by Listing Rule 7.3

In accordance with Listing Rule 7.3, the Company provides the following information:

- (a) The Placement Shares will be allotted to sophisticated investors (in accordance with sections 708(8) and (10) of the Corporations Act), professional investors (in accordance with section 708(11) of the Corporations Act), other institutional and accredited investors to whom no disclosure is required under the Corporations Act. The names of these investors are not known to the Company and will likely be sourced from an independent corporate broker. None of the proposed investors will be related parties or persons in a position of influence as described in Listing Rule 10.11.
- (b) The number of Placement Shares to be allotted will be calculated by multiplying the amount to be raised i.e. \$5 million by the issue price which will be calculated in accordance with Section 2.4(e).
- (c) The Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (d) If approved, and the Proposed Placement occurs, Shares will be issued on one date on or before 3 months after the date of the meeting as required by the Listing Rules.
- (e) The Company has not agreed or determined a share price for the Proposed Placement, however the issue price of any Placement Shares will not be less than 80% of the volume weighted average closing price for ordinary shares calculated over the last 5 days on which sales of ordinary shares were recorded before the date on determining the Placement Shares issue price.
- (f) Any issue of Shares will be to fund the development goals as detailed in Section 2.1.
- (g) The Company has not entered into any agreement for the issue of any of the Proposed Placement.
- (h) A voting exclusion applies to this Resolution.

2.5 Technical Information Required for Listing Rule 14.1A

The Company does not currently have sufficient placement capacity under Listing Rule 7.1 to issue the Shares under the Proposed Placement the subject of this Resolution. Resolution 3 seeks pre-approval from Shareholders to issue such number of Shares and for the purposes as described in Section 3 of this Notice.

If Resolution 3 is passed, the equity securities issued by the Company will be excluded from the calculation of the Company's 15% issue capacity in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue.

If Resolution 3 is not passed, the Company will not be able to raise some or all of the proposed \$5 million under the Proposed Placement and would have to consider alternative methods for funding.

2.6 Recommendation

The Board recommends that Shareholders vote in favour of Resolution 3.

3. Action to be taken by Shareholders

Shareholders should read the Notice and this Explanatory Statement carefully before deciding how to vote on the Resolutions.

4. Glossary

\$ means Australian dollars.

ASX means ASX Limited.

ASIC means the Australian Securities and Investments Commission.

Board means the board of Directors.

Capital D means, collectively:

- (a) Invincible Brands SCSp, a Luxembourg special limited partnership (Société en commandite spéciale), registered with the Luxembourg Trade and Companies register under no. B235791;
- (b) bfly effect GmbH, a German company with limited liability (Gesellschaft mit beschränkter Haftung) registered with the commercial register (Handelsregister) at the local court (Amtsgericht) of Berlin (Charlottenburg), Germany under HRB 211240; and
- (c) IB Holding S.à r.l, a Luxembourg private limited liability company (société à responsabilité limitée), registered with the Luxembourg Trade and Companies register under no. B219820.

Chairperson means the person appointed to chair the Meeting.

Company means Wellfully Limited (ACN 056 482 636).

Completion Consideration Shares has the meaning given to that term in Section 1.1(b).

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

Director means a director of the Company.

Earn-out Shares has the meaning given to that term in Section 1.1(c).

Explanatory Statement means the explanatory statement attached to the Notice.

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.

Listing Rules means the ASX Listing Rules.

Meeting means the general meeting the subject of this Notice.

Notice means this notice of meeting, including the Explanatory Statement.

Placement Share means a Share to be issued or proposed to be issued in the Proposed Placement.

Proposed Placement has the meaning given to that term in Section 2.1.

Proposed Transaction means the proposed merger with TBB as announced to ASX on 6 December 2022.

Resolution means a resolution contained in the Notice.

Schedule means a schedule to this Notice.

Section means a section contained in this Explanatory Statement.

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

Shareholder means a shareholder of the Company.

Sophisticated Investors means:

- (a) sophisticated investors as defined in section 708(8); and
- (b) professional investors as defined in section 708(11),

of the Corporations Act, being known to the Company.

TBB means, collectively the companies known as 'The Brandbase' being as follows:

- (a) Natural Mojo GmbH, a limited liability company (Gesellschaft mit beschränkter Haftung) incorporated under the laws of the Federal Republic of Germany, registered with the commercial register (Handelsregister) at the local court (Amtsgericht) of Berlin (Charlottenburg) under the registration number HRB 173019;
- (b) Skingood Garden UG (haftungsbeschränkt), a limited liability entrepreneurial company (Unternehmergesellschaft (haftungsbeschränkt)) incorporated under the laws of the Federal Republic of Germany, registered with the commercial register (Handelsregister) at the local court (Amtsgericht) of Berlin (Charlottenburg) under the registration number HRB 210394; and
- (c) IB Group Services GmbH, a limited liability company (Gesellschaft mit beschränkter Haftung) incorporated under the laws of the Federal Republic of Germany, registered with the commercial register (Handelsregister) at the local court (Amtsgericht) of Berlin (Charlottenburg) under the registration number HRB 207518.

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

Proxy Voting Form

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **10.00am (WST) on Monday, 23 January 2023**, 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.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah>

or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE: <https://automicgroup.com.au/>

PHONE: 1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

