



WINGARA AG LIMITED
ACN 009 087 469

NOTICE OF GENERAL MEETING

Notice is hereby given that the General Meeting of shareholders of Wingara AG Limited (**Company**) will be held at 11.00 a.m. (AEST) on 9 April 2025 at William Buck, Level 20, 181 William Street, Melbourne, Victoria (**Meeting**).

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

BUSINESS OF THE MEETING

Resolution 1: Disposal of main undertaking

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

'That, under and for the purposes of Listing Rule 11.2 and for all other purposes, approval is given for the disposal of the hay processing machine and associated equipment, being the main undertaking of the Company, by way of a Purchase contract, as described in the Explanatory Memorandum.'

Voting exclusions:

Wingara will disregard any votes cast in favour or Resolution 1 by or on behalf of:

- a) the acquirer or any of its Associates; and
- b) any other person who will obtain a material benefit as a result of the Transaction (except such a benefit received by a Shareholder solely in its capacity as a Shareholder) or any Associate of such a person.

However, the Company will not disregard a vote cast in favour of Resolution 1 if:

- a) it is cast by a person as proxy or attorney for a person who is otherwise entitled to vote on Resolution 1 in accordance with directions given to the proxy or attorney to vote on Resolution 1 in that way;
- b) it is cast by the Chairman as proxy or attorney for a person who is entitled to vote on Resolution 1 in accordance with a direction given to the Chairman to vote on Resolution 1 as the Chairman decides; or
- c) it is cast by a Shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided that the following conditions are met:
 - i. (i) the beneficiary provides written confirmation to the Shareholder that the beneficiary is not excluded from voting on Resolution 1, and is not an Associate of a person excluded from voting, on Resolution 1; and
 - ii. (ii) the Shareholder votes on Resolution 1 in accordance with directions given by the beneficiary to the Shareholder to vote in that way.

ENTITLEMENT TO VOTE

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 7 April 2025 (**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.

VOTING OPTIONS AND PROXIES

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 Memorandum 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

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

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 11.00 a.m. (AEST) on 7 April 2025 (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, (or for Intermediary Online subscribers only (custodians) – 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 452 Johnston St, Abbotsford VIC 3067.

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

CORPORATE REPRESENTATIVES

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

A handwritten signature in black ink, appearing to read 'M. Diamante', with a large, stylized circular flourish at the end.

Marcello Diamante

Managing Director

7 March 2025

Explanatory Memorandum

Introduction

The purpose of this Explanatory Statement (which accompanies, and forms part of, the Notice of Meeting) is to provide Shareholders with an explanation of the business to be considered and Resolutions to be proposed at a General Meeting of Wingara AG Limited ACN 009 087 469 to be held at 11.00am (AEST) on 9 April 2025 and to allow Shareholders to determine how they wish to vote on those Resolutions.

Terms and expressions used in this Explanatory Statement have the meaning given to them in the “Definitions” section located at the end of this Explanatory Memorandum.

Shareholders are encouraged to carefully read this Explanatory Memorandum and the Notice of Meeting in their entirety before deciding how to vote on each resolution. Shareholders should consult their financial or other adviser if they are undecided about what to do.

Ordinary Business

Resolution 1: Disposal of main undertaking

1.1 Background

On 28 February 2025, Wingara announced to the ASX the sale of the Epsom hay processing machine and associated equipment pursuant to an asset purchase contract for assets held in its 100% owned subsidiary Elect Performance Group Pty Ltd (collectively, the **Agreement**).

Wingara is an owner and operator of value-add, mid-stream assets specialising in the processing, storage and marketing of agricultural and protein produce for export markets.

On 14 November 2024, Wingara announced the pause of hay processing activities at its Epsom site, with trading conditions being subdued for the fodder market, pricing pressures eroding margins and production volumes reducing in line with lower demand. Wingara continues to provide storage and marketing/trading services to farmers and customers using existing infrastructure. Challenging market conditions continue to persist and is expected to persist for the remainder of 2025. The Board has since reviewed the operational aspects of the business and identified the sale of the hay processing assets as the best outcome for Wingara shareholders at this point in time.

Pursuant to the terms of the Agreement, Wingara has agreed to sell the hay processing machine and associated equipment for gross proceeds of A\$750,000 (exclusive of GST).

The purchase of the assets will comprise (exclusive of GST):

- \$250,000 payable on signing of the Purchase contract;
- \$250,000 payable by 15 March 2025; and
- \$250,000 payable when all conditions precedent to the agreement, including shareholder approval, are met.

Completion under the Agreement is conditional upon Shareholders approving the disposal of the Company’s main undertaking under Listing Rule 11.2 (which is the subject of Resolution 1).

1.2 Listing rule 11.2

Listing Rule 11.2 requires an ASX-listed company to obtain the approval of its Shareholders before it disposes of its main undertaking. Following consultation with the ASX, Shareholder approval for the Transaction is being sought for the purposes of Listing Rule 11.2 at the Meeting (which is the purpose of Resolution 1).

Under the Agreement, Completion is conditional on Shareholders approving the Transaction for the purposes of Listing Rule 11.2. If Resolution 1 is passed at the Meeting, Wingara will be able to proceed with and complete the Transaction, subject to the satisfaction of the other conditions precedent in the Agreement.

The Directors **unanimously recommend** that Shareholders vote in favour of Resolution 1. Each Director who holds or controls Shares intends to vote those Shares in favour of Resolution 1.

The Company's single largest shareholder, NAOS Asset Management (which, as at the date of this Notice of Meeting, holds 80,536,534 Shares (representing 45.88% of the Shares on issue)) has notified the Board that it intends to vote all Shares held by it in favour of the Transaction. NAOS Asset Management has consented to the inclusion of this statement in this Notice of Meeting.

1.3 Reasons for the transaction

The Directors believe that having considered the advantages and disadvantages of the Transaction (as set out below), on balance, the Transaction is in the best interests of Shareholders.

(a) Potential advantages of the Transaction

The Board is of the view that the key advantages of the Transaction (and the key reasons why Shareholders may vote in favour of Resolution 1) are as follows:

- i. Throughout the past 12 months, the Wingara Board and Senior Management have continuously assessed the operating footprint and product exposure of the Company given the continued challenging market conditions. These challenging market conditions require efficiencies that can only be achieved by increased scale in hay processing volume throughput to at least 100,000MT pa. with the current Epsom Site and machine not able to achieve this due to its small footprint and age of equipment delivering negative margins. The Board also believes challenging market conditions will persist across 2025.
- ii. In reaching its conclusion that the Transaction is in the best interests of Shareholders and determining that Wingara should sell the Epsom hay processing equipment and associated equipment, the Board considered the outcome of its operational review and the ability to deliver on future growth opportunities. Following consideration of these matters, the Board unanimously concluded that:
 - the Transaction is the most attractive option for Shareholders and the Board considers that the Transaction consideration (being cash consideration of A\$750,000 exclusive of GST) recognises the current and inherent value of the equipment and is a fair market price; and
 - having regard to all relevant factors, on balance, the Board considers that the certainty from this transaction to release cash to enable the business to pursue more profitable opportunities across storage, marketing and processing of export Agricultural commodities and protein supply, including meat will deliver greater benefits to Shareholders.
- iii. the Transaction allows Shareholders to realise value in their investment in the equipment with considerations for current difficult trading conditions within the hay fodder market.
- iv. the Company's majority shareholder, NAOS Asset Management (which, as at the date of this Notice of Meeting, holds 80,536,534 Shares (representing 45.88% of the Shares on issue)) has notified the Board that it intends to vote all Shares held by it in favour of the Transaction;

(b) Potential disadvantages of the Transaction

The Board is of the view that the key disadvantages of the Transaction (and the key reasons why Shareholders may vote against Resolution 1) are as follows:

- i. Shareholders may prefer to retain their investment in Wingara as it is currently comprised and have the opportunity to participate in the future financial performance of Wingara (inclusive of the hay processing assets);
- ii. if the Transaction completes, the scale of the Company will be materially reduced and the liquidity of Shares may decrease. Refer to section 1.5 of the section of this Explanatory Memorandum for an overview of Wingara's remaining operations if the Transaction proceeds. This may affect the

- market price of the Shares and the ability of Shareholders to trade their Shares after Completion of the Transaction;
- iii. notwithstanding the unanimous recommendation of the Directors that Shareholders vote in favour of the Transaction, Shareholders may believe that the Transaction is not in their best interests or in the best interests of Shareholders as a whole.

1.4 Material terms and conditions of the Purchase Contract

The key terms of the Purchase Contract for the sale of the Company's hay processing assets and associated equipment are set out below.

(a) Consideration

The consideration payable is A\$750,000 exclusive of GST in cash. The consideration is payable in three tranches, as noted in 1.1, with the final tranche payable following satisfaction of the Conditions Precedent.

(b) Conditions Precedent

Completion is conditional upon (**Listing Rule 11.2**): Shareholders approving the Transaction under, and for the purposes of, Listing Rule 11.2 (approving the disposal of Wingara's main undertaking, being the hay processing assets and associated equipment);

These conditions precedent must be satisfied for the proposed Transaction to proceed.

(c) Conduct of business prior to Completion

Wingara announced the pause of hay processing activities at its Epsom site on 14 November 2024, with lower demand driving lower production and pricing set to deliver negative margins for the 2025 hay season. In light of the challenging market conditions, the Wingara Board intend to expand its main undertakings to include marketing, storage and processing for export of Agricultural commodities and protein supply, including meat. This will enable JCT to expand its contract revenue base in the Agricultural space whilst it explores long term strategies.

(d) Warranties and indemnities

Wingara has not provided any warranties or representations in respect of the machine's production abilities and condition including associated parts and equipment being purchased under this agreement.

Wingara has not provided any indemnities in respect of the agreement.

(e) Termination

Wingara may terminate the Agreement only if the specific Conditions Precedent listed above in section 1.5(b), being Listing Rule 11.2 is not satisfied or becomes incapable of satisfaction.

1.5 Effect of the transaction on the Company

(a) Effect on key financial line items

A pro forma statement showing the impact of the Transaction on certain balance sheet line items has been prepared based on the Company's half year FY25 financial position.

This pro forma statement is based on a range of assumptions (outlined below) and has been provided to assist Shareholders to understand the effect of the Transaction.

This information should be read in the context of the Transaction already receiving shareholder approval under Listing Rule 11.2 and assuming all funds have been received.

Wingara is not currently able to provide forward-looking guidance however, the Company has assessed the sale of the hay processing assets as having the following impact on the 1H FY25 Pro Forma financial balance sheet below:

	30 September 2024 \$	Transaction \$	Proforma 30 September 2024 \$
Assets			
Current assets			
Cash and cash equivalents	831,256	750,000	1,581,256
Total current assets	1,781,512	750,000	2,531,512
Non-current assets			
Property, plant and equipment	934,986	(572,086)	362,900
Total non-current assets	1,307,288	(572,086)	1,307,288
Total assets	3,088,800	177,914	3,266,714
Liabilities			
Current liabilities			
Trade and other payables	1,160,816	52,840	1,213,656
Total current liabilities	1,858,323	52,840	1,911,163
Total liabilities	1,993,406	52,840	2,046,246
Net assets	1,095,394	125,074	1,220,468
Equity			
Accumulated losses	(28,475,480)	125,074	(28,350,406)
Total equity	1,095,394	125,074	1,220,468

The above proforma is based on the last reviewed financial statements as at 30 September 2024 and doesn't reflect the performance of the business post this period. The cash balance of Wingara was \$612,848 as at 31 December 2024 as disclosed in the Appendix 4C for the Company lodged with the ASX on 30 January 2025.

The key assumptions that the Company has made in preparing this pro-forma statement include (but are not limited to):

- receipt of \$750,000 exclusive of GST as consideration payable;
- payment of transaction costs including advisor fees, legal fees, and other transaction administration fees;
- Cost of the dismantling and removal of hay processing and associated equipment pertaining to the Purchase contract;

In relation to financial performance, if the Transaction completes, Wingara will have disposed of its main undertaking. As a result, the annual revenue, annual expenditure and pre-tax profit of the Company will be reduced substantially. The Company's intentions for its remaining business is summarised in paragraph 1.5(e) below.

(b) Effect on capital structure

The Transaction will not impact the capital structure of the Company. For clarity, the Company will not issue any new securities as part of the Transaction.

(c) Details of changes to the Board and senior management

There are no changes to:

- (i) the composition or size of the Board; or
- (ii) the members of the Company's "key management personnel" (as defined in the Corporations Act) as at the date of this Notice, proposed as part of, or in connection with, the Transaction. However, a review of the cost base will be undertaken given the simplification of the business structure following the completion of this Transaction.

As Completion of the Transaction would result in the disposal of the Company's main undertaking (and operating business as at the date of this Notice of Meeting), the Board will consider its options for the Company (including in respect of the senior management team of Wingara's remaining businesses) following Completion of the Transaction, as discussed in section 1.6 below.

(d) Tax impact

Although the final tax impact of the Transaction will depend on the specific circumstances existing at Completion, the Company does not expect to incur any material cash tax liability in respect of the Transaction.

(e) Intentions if the Transaction proceeds

Following the sale of the Company's export hay press and associated equipment, Wingara's remaining operations will focus on Wingara's remaining undertakings of marketing, storage and processing for export of Agricultural commodities and protein supply, including meat. The cash realised from this Transaction will enable JCT to expand its contract revenue base whilst it explores long term strategies for Wingara. In addition, the Board will explore transaction opportunities with third parties in the Agricultural and Protein supply markets.

(f) Intentions if the Transaction does not proceed

If the Transaction is not approved by Shareholders or does not otherwise complete under the Agreement, the Company intends to re-commence hay processing as part of the Wingara group when it is profitable to do so. This may require additional working capital to support the recommencement of processing activities.

1.6 Director's recommendation

(a) Recommendation

The Directors **unanimously recommend** that Shareholders vote in favour of Resolution 1.

Each Director who holds or controls Shares intends to vote those Shares in favour of Resolution 1.

In making this recommendation, the Directors considered the advantages and disadvantages of the Transaction, including those discussed in this Explanatory Memorandum, and determined that, on balance, the Transaction is in the best interests of Shareholders. As discussed above, the entry by Wingara into the Agreement and the announcement of the Transaction was the result of an extensive consideration by the directors that was conducted by Wingara with the objective of maximising the value of the remaining operations of the Company for Shareholders.

In reaching its conclusion that the Transaction is in the best interests of Shareholders and determining that Wingara should enter into the Agreement, the Board considered the outcome of the strategic review and alternative options for the continued operations of the hay processing machine and associated equipment to deliver value to Shareholders, including continuing to deliver on growth opportunities. Following consideration of these matters, the Board unanimously concluded that:

- i. the Transaction is the most attractive option for Shareholders and the Board considers that the Transaction Consideration recognises the current and inherent value of the hay processing assets; and
- ii. having regard to all relevant factors, on balance, the Board considers that the certainty from the all-cash Transaction consideration and the value inherent in the Transaction will deliver greater benefits to Shareholders than any other alternatives currently available for the hay processing machine and associated equipment under the status quo, including continuing to operate the assets as part of Wingara.

Accordingly, the Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

The Chairman of the Meeting intends to vote all available (including undirected) proxies in favour of Resolution 1.

(b) Directors' interests

No Director has a material interest in the outcome of Resolution 1, other than as a result of his interest arising solely in his capacity as a Shareholder or as otherwise disclosed in this Explanatory Memorandum (including below).

As at the date of this Notice, the following Directors hold shares in Wingara:

Director	No. of shares held	No. of performance rights held	Shareholding as a Percentage of Wingara
David Christie	729,866	-	0.42%
Marcello Diamante	3,156,418	4,161,000	1.60%

Mr Brendan York does not personally hold or control any shares.

1.7 OTHER MATERIAL INFORMATION

Other than as set out in this Notice of Meeting (including in this Explanatory Memorandum), and information previously disclosed to Shareholders by the Company, there is no information known to the Directors as at the date of this Notice of Meeting which could reasonably be expected to be material to the making of a decision by a Shareholder whether or not to vote in favour of Resolution 1.

GLOSSARY

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

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.

Board means the current board of directors of the Company.

Business Day means a day on which banks are open for business excluding Saturdays, Sundays or public holidays in Melbourne, Australia.

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

Chairman means the person appointed to chair the Meeting. The Company intends to appoint Mr David Christie as chair.

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

Completion means completion of the sale of the hay press machine and associated equipment, held by Elect Performance, pursuant to the Purchase Contract.

Constitution means the Company's Constitution.

Control has the meaning given in section 50AA of the Corporations Act.

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

Directors means the current directors of the Company.

Elect Performance Group means Elect Performance Group Pty Ltd (ACN 107 958 690).

Entitlement Time means 7.00 p.m. (AEST) on 7 April 2025.

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 Memorandum means the Explanatory Memorandum accompanying the Notice.

General Meeting or Meeting means the general meeting of the Company convened by this Notice of Meeting.

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 memorandum accompanying the Notice and the Proxy Form.

Option means an option to acquire a Share.

Proxy Deadline means 11.00 a.m. (AEST) on 7 April 2025.

Proxy Form means the proxy form accompanying the Notice.

Purchase contract means the agreement relating to the sale of the hay press machine and associated equipment held within Wingara's 100% owned subsidiary Elect Performance Group.

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

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.

Transaction means the proposed transaction involving the sale of the hay press machine and associated equipment at the Elect Performance's Epsom facility in accordance with the terms of the Purchase Contract.

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



Wingara AG Ltd
ABN 58 009 087 469

Need assistance?



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



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (AEST) on Monday, 7 April 2025.**

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 and select "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at 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:
	SRN/HIN:
	PIN:

For Intermediary Online subscribers (custodians) go to 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.

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.

☐ **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.

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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 General Meeting of Wingara AG Limited to be held at William Buck, Level 20, 181 William Street, Melbourne, VIC 3000 on Wednesday, 9 April 2025 at 11:00am (AEST) and at any adjournment or postponement of that meeting.

Step 2 Item 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
Resolution 1 Disposal of main undertaking	☐	☐	☐

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

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

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