

**WT FINANCIAL GROUP LIMITED (ASX: WTL)**

**ASX Release 28 October 2025**

The Manager  
Company Announcements Office Australian  
Securities Exchange  
For market release

**Annual General Meeting Friday 28 November 2025**

WT Financial Group Limited ABN 87 169 037 058 (ASX: WTL) ("Company")

Following is the Company's Notice of Annual General Meeting and Proxy.

The Annual General Meeting will be a physical meeting at **Level 5, 95 Pitt St Sydney NSW 2000 commencing 9.30am Sydney Time (AEDT) on Friday 28 November 2025.**

The Notice of Annual General Meeting includes detailed information about how the Company's shareholders can attend and participate in the annual general meeting, including how to lodge a proxy and vote.

Copies of all meeting related material, including the Notice of Annual General Meeting, are available to download from the Company's website <https://www.wtfglimited.com/> and the Company's ASX market announcements platform <https://www.asx.com.au/markets/company/WTL>

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20 October 2025

**WT FINANCIAL GROUP LIMITED**

ABN 87 169 037 058

**NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM**

For a meeting commencing 9.30am Sydney Time (AEDT) on Friday 28 November 2025

## NOTICE OF ANNUAL GENERAL MEETING

Dear Shareholder,

Notice is hereby given that an annual general meeting of **WT FINANCIAL GROUP LIMITED ABN 87 169 037 058 (Company)** will be a physical meeting in the Company's office at Level 5, 95 Pitt St Sydney NSW 2000 commencing 9.30am Sydney Time (AEDT) on Friday 28 November 2025. ("Annual General Meeting" or "Meeting")

On behalf of the Board, it is a pleasure to invite you to attend the Company's Annual General Meeting.

The Notice of Meeting and accompanying explanatory statement (**Meeting Materials**) are being made available to Shareholders electronically.

This means that:

- You can access the Meeting Materials online at the Company's website on <https://www.wtfglimited.com/> or at our share registry's website [www.InvestorServe.com.au](http://www.InvestorServe.com.au) by logging in and selecting Company Announcements from the main menu.
- A complete copy of the Meeting Materials has also been posted to the Company's ASX Market announcements page today.
- If you have provided an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the Meeting Materials and the proxy form.

If you would like to receive electronic communications from the Company in the future, please update your communication elections online at [www.InvestorServe.com.au](http://www.InvestorServe.com.au). If you have not yet registered, you will need your Shareholder information including SRN/HIN details.

If you are unable to access the Meeting Materials online please contact our share registry, Boardroom Pty Limited, on [enquiries@boardroomlimited.com.au](mailto:enquiries@boardroomlimited.com.au) or 1300 737 760 (within Australia) or +61 2 9290 9600 (Outside Australia) between 8:30am and 5:30pm (AEDT) Monday to Friday, to arrange a copy.

Attached with the Notice is your proxy form. The Company encourages all Shareholders to lodge a directed proxy form prior to the meeting.

### Your right to elect to receive documents electronically or physically

The *Corporations Act 2001* (Cth) includes a requirement for public companies, including listed companies, to give shareholders notice of their right to elect to be sent documents electronically or physically.

These are options about how the Company's shareholders may receive communications. The Company will no longer send physical meeting documents unless a Shareholder requests a copy to be mailed. Further details are available on the Company's website [www.wtfglimited.com](http://www.wtfglimited.com)

### Important

The business of the Meeting affects your Shareholding, and your vote is important.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

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 7:00pm (Sydney Time) on Wednesday 26 November 2025.

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**Date: 20 October 2025**

By order of the Board of WT Financial Group Limited

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Ian Morgan  
**Company Secretary**

**BUSINESS OF THE MEETING**

**AGENDA**

**1. ITEMS OF GENERAL BUSINESS**

**1.1. Financial Statements and Reports**

To table and consider the annual report of the Company and its controlled entities for the financial year ended 30 June 2025, which includes the Financial Report, the Directors’ Report, the Remuneration Report and the Auditor’s Report.

**1.2. Resolution 1 – Adoption of Remuneration Report**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

*“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the annual report for the financial year ended 30 June 2025.”*

**Note:** The vote on this Resolution is advisory only and does not bind the Directors or the Company.

**Voting Exclusion:** The Company will disregard any votes cast (in any capacity) on Resolution 1 by or on behalf of either the following persons:

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

The voting exclusion does not apply to any votes cast on Resolution 1 by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with written directions given to the proxy or attorney specifying to vote on the Resolution in that way; or
- the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, and the proxy does not specify the way the proxy is to vote on the Resolution and expressly authorises the Chairman to exercise the proxy or attorney even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personal for the Company.

Additionally, the Company will disregard any votes cast on Resolution 1 by any person appointed as a proxy by any person who is either a member of the Company’s Key Management Personnel or a Closely Related Party of such a member, unless:

- it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the proxy form; or
- it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

For these reasons, Shareholders who intend to vote by proxy should carefully consider the identity of their proxy and are encouraged to direct their proxy as to how to vote on all Resolutions. In particular, Shareholders who intend to appoint the Chairman as their proxy (including an appointment by default) are encouraged to direct the Chairman as to how to vote on all Resolutions.

If the Chairman is appointed, or is taken to have been appointed, as your proxy, you can direct the Chairman to vote for, against or abstain from voting on Resolution 1 by marking the appropriate box opposite Resolution 1 on the proxy form.

However, if the Chairman is your proxy and you do not direct the Chairman how to vote, you will be deemed to have directed, and expressly authorised, the Chairman to vote your proxy in favour of Resolution 1. This express authorisation acknowledges that the Chairman may vote your proxy even though:

- Resolution 1 is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel; or
- the Chairman may have an interest in Resolution 1.

**1.3. Resolution 2 – Re-election of Director – Mr Christos Kelesis**

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 6.7 of the Constitution, ASX Listing Rules 14.4 and 14.5, and for all other purposes, Mr Christos Kelesis, a Director who retires by rotation and being eligible, is re-elected as a Director."*

Notes:

- Mr Kelesis has consented to be elected a director of the Company.
- The non-candidate directors unanimously support the election of Mr Kelesis.
- The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 2.

**1.4. Resolution 3 – Approval to Issue Rights to a Related Party (Mr Keith Cullen)**

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

*"That, for the purposes of Listing Rule 10.14, sections 200B and 200E of the Corporations Act, and for all other purposes, Shareholders approve the issue of up to 4,500,000 unquoted Rights to Mr Keith Cullen (a Director), or his nominated Associate, as follows:*

1. *Up to 1,500,000 Rights to be issued on 5 December 2025, Vesting 5 December 2025 expiring 5 March 2029 (Tranche 1);*
2. *Up to 1,500,000 Rights to be issued on 1 September 2026, Vesting 30 September 2026 expiring 30 September 2029 (Tranche 2);*
3. *Up to 1,500,000 Rights to be issued on 1 September 2027, Vesting 30 September 2027 expiring 30 September 2030 (Tranche 3); and*
4. *Otherwise on the terms and conditions set out in the Explanatory Memorandum."*

**Voting exclusion:** The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of Mr Keith Cullen, his nominated Associate, a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan, any other person who will obtain a material benefit as a result of the proposed issue pursuant to Resolution 3 (except a benefit solely by reason of being a holder of Shares) and any of their Associates.

**2. Voting Exclusions and Exceptions**

Where a voting exclusion and/or voting prohibition applies to a Resolution, it is set out below the relevant Resolution. The voting exclusions and/or voting prohibitions (as applicable) in respect of the ASX Listing Rules for the following Resolutions are subject to the exceptions stated in the table below (as applicable).

Resolutions	Exception
1 and 3	<p>The voting exclusion does not apply to any votes cast in favour of the Resolution by:</p> <ul style="list-style-type: none"> <li>• 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</li> <li>• the Chairman 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 Chairman to vote on the Resolution as the Chairman decides; or</li> <li>• a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:               <ul style="list-style-type: none"> <li>○ 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</li> <li>○ the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.</li> </ul> </li> </ul>

**3. ATTENDANCE AND VOTING IN PERSON**

Persons proposing to attend the Annual General Meeting in person are requested to contact the Company by email at [info@wtfglimited.com](mailto:info@wtfglimited.com) at least 5 Business Days prior to the Meeting, so that appropriate arrangements can be made.

**4. VOTING BY PROXY**

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- (a) each Shareholder has a right to appoint a proxy;
- (b) the proxy need not be a Shareholder; and
- (c) a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member’s votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- (a) if proxy holders vote, they must cast all directed proxies as directed; and
- (b) any directed proxies which are not voted will automatically default to the Chairman, who must vote the proxies as directed.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Managing Director on +61 02 9248 0422.

**5. VOTING RIGHTS AND PROXIES**

- A member entitled to attend and vote at the meeting has a right to appoint a proxy.

- This appointment may specify the proportion or number of votes that the proxy may exercise.
- The proxy need not be a member of the Company.
- A member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes that each proxy is appointed to exercise. If the member appoints two proxies and the appointment does not specify the proportion or number of the member's votes that each proxy may exercise, each proxy may exercise half of the votes.

## 6. HOW THE CHAIRMAN OF THE MEETING WILL VOTE UNDIRECTED PROXIES

The Chairman of the Meeting intends to vote undirected proxies **in favour** of each of the items of business.

## 7. DATE FOR DETERMINING HOLDERS OF SHARES

For the purposes of regulation 7.11.37 of the Corporations Act and ASX Settlement Operating Rule 5.6.1, the Directors have set 7:00pm (Sydney Time) on Wednesday 26 November 2025 as the time and date to determine holders of the Company's ordinary fully paid shares for the purposes of the Annual General Meeting.

Share transfers registered after that deadline will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

## 8. EXPLANATORY MEMORANDUM

### 8.1. Financial Reports

The Financial Statements, Directors' Report and Auditor's Report for the Company for the year ended 30 June 2025 will be laid before the meeting. There is no requirement for Shareholders to approve these reports. However, the Chairman of the Meeting will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the management of the Company.

Shareholders will be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the content of the Auditor's Report.

### 8.2. Resolution 1 - Adoption of the Remuneration Report

The Remuneration Report of the Company for the financial year ended 30 June 2025 is set out in the Company's 2025 annual report that is available on the Company's website <https://www.wtfglimited.com/>.

The Remuneration Report sets out the Company's remuneration arrangements for Key Management Personnel. The Chairman of the meeting will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the Remuneration Report at the meeting. In addition, Shareholders will be asked to vote on the Remuneration Report.

#### 8.2.1. Resolution 1 is advisory only

Resolution 1 is advisory only and does not bind the Company or its directors. 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 annual general meetings, Shareholders would be required to vote at the second of those annual general meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors must go up for re-election.

#### 8.2.2. All Shareholders are encouraged to cast their votes on Resolution 1

The Company encourages all Shareholders to cast their votes on Resolution 1. Shareholders not attending the meeting may use the enclosed Proxy Form to lodge their vote by appointing a Proxy.

**8.2.3. Undirected Proxies Cannot be Voted on Resolution 1**

Any undirected proxies held by the Chairman of the Meeting, other Directors or other Key Management Personnel or any of their Closely Related Parties will not be voted on Resolution 1, unless the vote is cast by the Chairman of the Meeting pursuant to an express authorization on the Proxy Form made by a Shareholder who is entitled to vote on Resolution 1.

**8.2.4. Key management personnel**

Key management personnel of the Consolidated Entity are the directors of the Company and those other persons having authority and responsibility for planning, directing, and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's Key Management Personnel for the financial year to 30 June 2025. Their Closely Related Parties are defined in the Corporations Act, and include certain of their family members, dependants, and companies they control.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 1 by marking either "For", "Against" or "Abstain" on the Voting Form for that item of business.

**8.2.5. Recommendation**

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

The Chairman intends to vote all undirected proxies in favour of Resolution 1.

**8.3. Resolution 2 - Re-election of Director – Mr Christos Kelesis**

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Under ASX Listing Rule 14.4, a director must not hold office without re-election past the third annual general meeting following the director's appointment or three years, whichever is longer. A director who retires in accordance with these requirements is eligible for re-election.

An election of directors must be held each year. (ASX Listing Rule 14.5)

The Company's constitution requires, excluding the Managing Director:

- (a) At every annual general meeting, one third of the Directors or, if their number is not a multiple of three, then, subject to the ASX Listing Rules, the number nearest to one third, must retire from office and be eligible for re-election. (Rule 6.7 (a))
- (b) The Directors to retire in every year are the Directors longest in office since last being elected or re-elected. (Rule 6.7 (b))
- (c) A Director must not hold office without re-election past the third annual general meeting following the Director's appointment, or three years, whichever is the longer. (Rule 6.7 (c))

The Company may, by resolution at a general meeting, fill an office vacated by a Director by electing or re-electing an eligible person to that office. (Rule 6.3(a))

ASX Listing Rule 14.4 requires that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer.

ASX Listing Rule 14.5 requires that an entity which has directors must hold an election of directors at each annual general meeting.

Mr Kelesis is due to retire at the end of the Meeting and offers himself for re-election to the Board.

He was appointed as a Director on 10 April 2014 and was last elected as a Director by Shareholders on 24 November 2023.

In accordance with the Constitution, Mr Kelesis will retire in accordance with the Constitution and, being eligible, seeks re-election from Shareholders.

### 8.3.1. Qualifications and other material directorships

Chris Kelesis is a Non-Executive Director and foundation director of the Group and significant WTL shareholder. For the period from April 2011 until August 2021 he was an executive director before moving to a non-executive role. Chris has more than 20 years of financial services experience as an equities trader and technical analyst and has held private and wholesale client adviser roles with Spring Equities, Ark Equities, and the Rivkin Group.

Chris has helped steer WTL with its transformation to a B2B focussed enterprise.

**Interest in shares:** 25,883,021 ordinary shares.

**Special responsibilities:** Director of various WTL subsidiaries.

With more than four years having passed since Mr Kelesis was an executive of the Company, he is now considered to be an independent director.

### 8.3.2. Board recommendation

The Board (other than Mr Kelesis who declines to give a recommendation due to his material personal interest in this Resolution) supports the election of Mr Kelesis and recommends that Shareholders vote in favour of Resolution 2 because the Board considers that the experience, expertise and skills of Mr Kelesis assist the Board in fulfilling its responsibilities and does and will continue to assist the Company in achieving growth and delivering value to Shareholders.

Excluding Mr Kelesis, the Directors unanimously recommend that Shareholders vote in favour of Resolution 2 and intend to vote any Shares that they own or control in favour of Resolution 2.

The Chairman intends to vote all undirected proxies in favour of Resolution 2.

## 8.4. Resolution 3 – Approval to Issue Rights to a Related Party (Mr Keith Cullen)

Resolution 3 seeks Shareholders' approval to issue a total of up to 4,500,000 unquoted rights ("**Rights**") to Mr Keith Cullen, or his nominee.

As announced on 10 October 2024 regarding the renewal of the executive services agreement ("**ESA**") for its Managing Director Keith Cullen, WT Financial Group Limited (ASX: WTL) ("**Company**") advised that it had agreed to a long-term incentive ("**LTI**") of up to the equivalent of 25% of Base Salary at time of inception and that subject to Shareholder approval, the LTI will be comprised of an annual entitlement to up to 1,500,000 performance rights to Vest over three equal tranches over three years which will be granted under the Company's Equity Incentive Scheme Share Plan.

The Company undertook to seek shareholder approval for the issuance of performance shares to Mr Cullen at the earliest convenience. If Shareholder approval is not sought or granted for any reason, the Company agrees to increase the Mr Cullen's annual short-term incentive ("**STI**") bonus from "up to 50% of Base salary" to "up to 75% of Base Salary".

On 17 March 2025 the Company further announced it had finalised its agreement to issue up to 4,500,000 Rights to Mr Cullen ("**Eligible Participant**"), subject to Shareholder approval.

In accordance with the renewed ESA, and in recognition of Mr. Cullen's ongoing commitment to the Company, the Board invited him to participate in the WT Financial Group Limited Equity Incentive Plan ("**Plan**") under which the Rights are to be issued. Mr. Cullen has accepted the offer to participate in the Plan.

The Plan was established to assist in the reward, retention and motivation of senior managers and employees, contractors and consultants selected by the Board, as well as to provide (subject to shareholder approval in accordance with the ASX Listing Rules) share-based compensation to non-executive directors if considered appropriate.

The award of Rights to Mr. Cullen was offered in accordance with Division 1A of Part 7.12 of the Corporations Act.

**8.4.1. ASX Listing Rule 10.14**

ASX Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire Equity Securities under an employee incentive scheme without the approval of Shareholders:

- (a) a Director of the entity;
- (b) an Associate of a person referred to in paragraph (a) above; or
- (c) a person whose relationship with the entity or a person referred to in paragraphs (a) or (b) above is such that, in ASX's opinion, the acquisition should be approved by Shareholders.

The Rights will be issued to Mr. Cullen (or his nominee(s)) subject to Shareholder approval in accordance with ASX Listing Rule 10.14.1.

Mr. Cullen is a related party of the Company and falls within the category set out in that rule by virtue of being a director of the Company. Any nominee(s) of Mr Cullen who receive Rights may constitute 'associates' for the purposes of Listing Rule 10.14.2.

While the proposed issue of the Rights constitutes giving a financial benefit and Mr. Cullen is a related party of the Company by virtue of being a director, the Board (other than Mr. Cullen) considers that shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the proposed issue, because the agreement to issue the Rights, reached as part of the remuneration package for Mr. Cullen, constitutes reasonable remuneration payable to Mr. Cullen and was negotiated on an arm's length basis within the exception in section 210 of the Corporations Act.

If Resolution 3 is passed, the Company will be able to proceed to issue the Rights to Mr Cullen and remunerate Mr Cullen, providing a cost-effective and efficient incentive that aligns with the interests of other Shareholders,

If Resolution 3 is not passed, the Company will not be able to proceed to issue the Rights to Mr Cullen. The Company would then have to consider whether to remunerate Mr Cullen in an alternative manner that is commensurate with market practice.

Following the issue of the Rights, the Company's equity structure will be as follows:

Table 1

Number of Equity Securities	Ordinary Shares	Options	Rights	Total	Undiluted %	Fully Diluted %
Number prior to issue	342,185,796	1,500,000	2,600,000	346,285,796	100.00%	98.11%
Further to be issued:						
Holders unrelated to Mr. Cullen	-	-	2,200,000	2,200,000	0.00%	0.62%
Mr Cullen or his Associate	-	-	4,500,000	4,500,000	0.00%	1.27%
<b>Total</b>	<b>342,185,796</b>	<b>1,500,000</b>	<b>9,300,000</b>	<b>352,985,796</b>	<b>100.00%</b>	<b>100.00%</b>
Number held by Mr. Cullen prior to issue	35,941,845	-	-	35,941,845	10.50%	10.18%
Maximum to be issued to Mr. Cullen or his Associate	-	-	4,500,000	4,500,000	0.00%	1.27%
<b>Sub-total</b>	<b>35,941,845</b>	<b>-</b>	<b>4,500,000</b>	<b>40,441,845</b>	<b>10.50%</b>	<b>11.45%</b>
Holders unrelated to Mr. Cullen	306,243,951	1,500,000	4,800,000	312,543,951	89.50%	88.55%
<b>Total</b>	<b>342,185,796</b>	<b>1,500,000</b>	<b>9,300,000</b>	<b>352,985,796</b>	<b>100.00%</b>	<b>100.00%</b>

Mr. Cullen currently has an undiluted beneficial interest of 10.50% in the Company's Shares (10.18% fully diluted) and has not previously been issued any securities under the Plan. Following the issue of up to 4,500,000 Rights, Mr. Cullen's undiluted interest would still be 10.50% (11.45% fully diluted).

#### 8.4.2. Remuneration

Details of the nature and amount of each major element of remuneration of Mr Cullen, or his nominated Associate(s), for the years ended 30 June 2025 and 30 June 2024 and Company are:

Table 2

Year	Short Term		Long Term		Post Employment	Total
	Salary or fees	Short Term Incentive	Long Term Incentive	Long service leave accrued or paid	Superannuation and other	
	\$	\$	\$	\$	\$	\$
2025	551,702	172,000	-	23,377	29,932	<b>777,011</b>
2024	500,396	-	-	21,691	25,468	<b>547,555</b>

**8.4.4. Trading History**

At 10 October 2024, the Company’s share price was 8.8 cents. Since that date, the Company’s lowest and highest share price trade on the ASX are as follows:

Month	High	Low
Oct 2024	\$0.099	\$0.088
Nov 2024	\$0.100	\$0.087
Dec 2024	\$0.095	\$0.080
Jan 2025	\$0.115	\$0.086
Feb 2025	\$0.140	\$0.100
Mar 2025	\$0.135	\$0.110
Apr 2025	\$0.140	\$0.110
May 2025	\$0.135	\$0.100
Jun 2025	\$0.135	\$0.110
Jul 2025	\$0.130	\$0.110
Aug 2025	\$0.155	\$0.120
Sep 2025	\$0.150	\$0.135
Oct 2025	\$0.150	\$0.145
<b>Total</b>	<b>\$0.155</b>	<b>\$0.080</b>

**8.4.5. Technical Information Required By ASX Listing Rule 10.15**

Pursuant to and in accordance with ASX Listing Rule 10.15, the following information is provided in relation to Resolution 3:

*Table 3*

Information Required pursuant to ASX Listing Rule 10.15	Details
The name of the person.	Mr Keith Cullen, or his nominated Associate(s).
Which category in rules 10.14.1 – 10.14.3 the person falls within and why.	Mr Cullen is a Director and falls under ASX Listing Rule 10.14.1. His Associates fall under ASX Listing Rule 10.14.2.
The number and class of securities proposed to be issued to the person under the plan.	4,500,000 Rights are to be issued.
If the person is: <ul style="list-style-type: none"> <li>a director under ASX Listing Rule 10.14.1;</li> <li>or</li> <li>an Associate of, or a person connected with, a Director under Rule 10.14.2 or 10.14.3,</li> </ul> details (including the amount) of the Director’s current total remuneration package.	See Table 2 for details of Mr Cullen’s current total remuneration package.
The number of securities that have previously been issued to the person under the plan and the average acquisition price (if any) paid by the period for those securities.	No securities have previously been issued to Mr Cullen or his Associate(s) under the Plan.

Information Required pursuant to ASX Listing Rule 10.15	Details
<p>If the securities are not fully paid ordinary securities:</p> <ul style="list-style-type: none"> <li>• a summary of the material terms of the securities;</li> <li>• An explanation of why that type of security is being used; and</li> <li>• the value the Company attributes to that security and its basis.</li> </ul>	<ul style="list-style-type: none"> <li>• The Rights to be issued will be on the same terms as described in Annexure A on page 17 of the Notice;</li> <li>• Rights are being used because the Directors consider that Rights provide a cost effective and efficient incentive that aligns with the interests of Shareholders, as opposed to alternative forms of incentives (e.g. cash bonuses, increased remuneration). However, it must be recognised that there will be an opportunity cost to the Company, being the price at which the Company could issue Equity Securities to a third party.</li> <li>• The opportunity costs and benefits foregone by the Company by issuing Rights is the potentially dilutionary impact on the issued share capital of the Company (in the event that the Rights Vest and the Shares are issued). Until then, the Rights will not impact upon the number of ordinary shares on issue in the Company. To the extent that upon their exercise the dilutionary impact caused with the issue of Shares will be detrimental to the Company, this is more than offset by the advantages accruing from the Company securing the services of experienced and skilled Directors on appropriate incentive terms; and</li> <li>• Please see Annexure A on page 17 of the Notice for the value the Company attributes to the Rights.</li> </ul>
<p>The date or dates on or by which the Company will issue the securities to the person under the Plan. This must be no later than 3 years after the date of the Meeting.</p>	<p>As soon as practicable, and in any event no later than 3 years after the date of the Meeting.</p>
<p>The price at which the Company will issue the securities to the person under the plan.</p>	<p>The Rights are being issued at a nil issue price and will have a nil exercise price</p>
<p>A summary of the material terms of the scheme.</p>	<p>A summary of the material terms is set out in Annexure A.</p>
<p>A summary of the material terms of any loan that will be made to the person in relation to the acquisition.</p>	<p>The Plan does not contain any provision for a loan that will be made to the person in relation to the acquisition.</p>
<p>ASX Listing Rule 10.15.11 Statement</p>	<p>Details of any securities issued under the Plan will be published in the annual report of the Company relating to the</p>

Information Required pursuant to ASX Listing Rule 10.15	Details
	<p>period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.</p> <p>Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after Resolution 3 is approved and who were not named in the Notice will not participate until approval is obtained under that rule.</p>
A voting exclusion statement	A voting exclusion is included in the Notice in relation to Resolution 3.

**8.4.6. Section 208 of the Corporations Act**

Section 208(1) of the Corporations Act provides that a public company must not, without the approval of the Company’s members, give a financial benefit to a related party unless an exception to the prohibition as set out in sections 210 to 216 of the Corporations Act applies to that issue.

As the Director, Mr Cullen, is a related party of the Company for the purposes of section 228(2)(a) of the Corporations Act. The issue of the Rights will constitute the giving of a financial benefit to a related party for the purposes of section 229(3)(e) of the Corporations Act.

The Board, with Mr Cullen abstaining, has resolved that the grant of the Rights to Mr Cullen, constitutes reasonable remuneration within the meaning of section 211(1) of the Corporations Act as:

- (a) the Company wishes to maximise the use of its cash resources towards the Company’s development and equity-based incentives, such as Rights, are used to supplement cash-based remuneration; and
- (b) the granting of the proposed Rights is commensurate with market practice.

Accordingly, Shareholder approval is not required under section 208(1) of the Corporations Act, however approval is still required for the purposes of ASX Listing Rule 10.14.

**8.4.1. Section 200B and 200E of the Corporations Act**

Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with their ceasing to hold a managerial or executive office in the company or a related body corporate if it is approved by shareholders under section 200E of the Corporations Act or an exemption applies. Mr Cullen holds such an office.

Under the Plan Rules, on cessation of Mr Cullen’s employment with the Company, any Rights that have not yet Vested may continue to be available for Vesting in full or part, at the absolute discretion of the Board. The term ‘benefit’ under section 200B of the Corporations Act has a wide operation and could include the early Vesting of the Rights as contemplated under the Plan Rules.

Accordingly, Shareholder approval is also sought for the purpose of section 200E of the Corporations Act to allow Vesting of the Rights and settlement of them with shares or a cash equivalent payment upon Mr Cullen’s ceasing employment, including where to do so would

involve the giving of a 'benefit' to Mr Cullen in connection with him ceasing to hold a managerial or executive office.

If Shareholder approval is obtained, the value of the approved termination benefits in this Resolution 3 will be disregarded when calculating Mr Cullen's termination benefits cap for the purpose of subsection 200F(2)(b) or subsection 200G(1)(c) of the Corporations Act.

The value of any benefit relating to the Rights given in connection with Mr Cullen ceasing to hold a managerial or executive office cannot presently be ascertained. However, matters, events and circumstances that will, or are likely to, affect the calculation of that value are:

- the number of Rights held by Mr Cullen prior to cessation of employment;
- the circumstances of or reasons for Mr Cullen's cessation of employment;
- the result of any pro rating on cessation of Mr Cullen's employment;
- any other factors that the Board determines to be relevant when exercising its discretion;
- whether the Vesting Conditions are waived or (if not waived) met, and the number of Rights that Vest;
- whether the Rights are settled in Shares or by payment of a cash equivalent amount; and
- the market price of Shares on ASX on the date shares are provided to Mr Cullen upon Vesting of the Rights.

#### **8.4.2. Board recommendation**

Excluding Mr Cullen (who declines to give a recommendation due to his material personal interest in this Resolution as it relates to the Company granting Rights, which is a financial benefit, to him or his nominee), the Directors unanimously recommend that Shareholders vote in favour of Resolution 3 and intend to vote any Shares that they own or control in favour of Resolution 3.

The Chairman intends to vote all undirected proxies in favour of Resolution 3.

## **9. INTERPRETATION**

For the purposes of interpreting the Explanatory Memorandum and the Notice:

- (a) the singular includes the plural and vice versa;
- (b) words importing any gender include the other genders;
- (c) reference to any statute, ordinance, regulation, rule or other law includes all regulations and other instruments and all consolidations, amendments, re-enactments or replacements for the time being in force;
- (d) all headings, bold typing and italics (if any) have been inserted for convenience of reference only and do not define limit or affect the meaning or interpretation of the Explanatory Memorandum and the Notice;
- (e) reference to persons includes bodies corporate and government authorities and in each and every case, includes a reference to the person's executors, administrators, successors, substitutes (including without limitation persons taking by novation and assignment); and
- (f) reference to cents, \$, A\$, Australian Dollars or dollars is a reference to the lawful tender for the time being and from time to time of the Commonwealth of Australia.

10. GLOSSARY

**AEDT** means Australian Eastern Daylight Time.

**AGM or Annual General Meeting** means the annual general meeting to commence at 9.30am Sydney Time (AEDT) on Friday 28 November 2025 and notified to the Company's Shareholders by this Notice.

**Application** means an application for Awards pursuant to the terms of an Invitation.

**Application Form** means the form that the Board determines is to be used to participate in the Plan in response to an Invitation.

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

**ASX** means ASX Limited ABN 98 008 624 691.

**ASX Listing Rules** means the official listing rules issued and enforced by the ASX and **Listing Rules** has a corresponding meaning.

**Award** includes a Right.

**Board or Board of Directors** means the board of Directors of the Company.

**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 dependent of the member or the member's spouse;
- (d) anyone else who is one of 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).

**Company or WTL** means WT Financial Group Limited ABN 87 169 037 058.

**Consolidated Entity** means the Company together with all the entities it is required by the accounting standards to include in consolidated financial statements.

**Constitution** means the constitution of the Company.

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

**Director** means a director of the Company.

**Eligible Participant** means a Participant who:

- (a) is:
  - (i) a permanent full time or part time Employee;
  - (ii) a permanent, full-time or part-time Employee, an advisor, consultant or contractor who works a pro-rata equivalent of 40% or more of a comparable full-time position;
  - (iii) Executive Director; or
  - (iv) a Non-Executive Director;
- (b) is either an Australian resident or non-resident for tax purposes; and
- (c) has provided to the Company their tax file number.

**Employee** means an employee of any Group Company and for the avoidance of doubt, includes an Executive Director.

**Executive Director** means a senior member of staff who serves on the parent company Board.

**Explanatory Memorandum** means the notes included in the Notice which convened this meeting.

**Group** means the Company and its Related Bodies Corporate.

**Group Company** means a company which is a member of the Group.

**Invitation** means an invitation issued by the Company to an Eligible Participant to apply to acquire awards under the Plan.

**Key Management Personnel** has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Consolidated Entity, directly or indirectly, including any director (whether executive or otherwise) of the Company.

**Meeting** means the AGM.

**Non-Executive Director** means a director of the Company who is not employed in a full-time executive capacity by the Company or a Group Company.

**Notice** means this notice of meeting dated 20 October 2025

and its explanatory memorandum.

**Notice of Meeting** means the Notice.

**Option** means an option providing the holder with the right to subscribe for one (1) Share at any time during the option period, upon payment of the option exercise price per Share.

**Participant** means an eligible person who, in response to an Invitation, has completed and returned a duly completed and executed Application Form on or before the Application date (and whose Application has been accepted by the Board).

**Performance Hurdle** means any performance-based criteria, requirements or conditions determined by the Board and set out in the Invitation, which must be met prior to the Vesting of certain Awards.

**Plan** and **Plan Rules** means the Company's "Equity Incentive Plan Rules for WT Financial Group Limited" dated 14 August 2024.

**Related Body Corporate** has the meaning in section 9 of the Corporations Act.

**Remuneration Report** means the remuneration report which forms part of the Directors' Report of the Company for the financial year ended 30 June 2025 and which is set out in the 2025 annual report.

**Rights or Performance Rights** means the rights which is the subject of Resolution 3 and summarised in "Annexure A: Summary of the Terms and Conditions of the Rights" on page 17 of the Notice.

**Service Condition** means any time-based criteria, requirements or conditions determined by the Board and set out in the Invitation, which must be met prior to the Vesting of certain Awards.

**Share** means a fully paid ordinary share in the issued capital of the Company and **Shares** has a corresponding meaning.

**Shareholder** means Share holder of the Company.

**Sydney Time** means the time observed in Sydney, NSW Australia.

**Vest** means an Award in respect of which the applicable Performance Hurdles and/or Service Conditions have been satisfied by the Participant holding the Award, and Vesting and Vested have corresponding meanings.

**WTL** means the Company.

#### 11. REGISTERED OFFICE

Level 5, 95 Pitt St Sydney NSW 2000

Telephone: 02 9248 0422

[www.wtfglimited.com](http://www.wtfglimited.com)

12. Annexure A: Summary of the Terms and Conditions of the Rights

Feature	Particulars	
<b>Total number of Rights to be granted</b>	4,500,000	
<b>Issue price per Right</b>	Nil.	
<b>Notional value of Rights</b> (assuming Share price is \$0.15 when Vested)	<ul style="list-style-type: none"> <li>• 1,500,000 Rights on 5 December 2025 (<b>Tranche 1</b>) \$225,000</li> <li>• 1,500,000 Rights on 1 September 2026 (<b>Tranche 2</b>) \$225,000</li> <li>• 1,500,000 Rights on 1 September 2027 (<b>Tranche 3</b>) \$225,000</li> </ul>	
<b>Proposed date on which the Rights will be effective</b>	<ul style="list-style-type: none"> <li>• 1,500,000 Rights on 5 December 2025 (<b>Tranche 1</b>)</li> <li>• 1,500,000 Rights on 1 September 2026 (<b>Tranche 2</b>)</li> <li>• 1,500,000 Rights on 1 September 2027 (<b>Tranche 3</b>)</li> </ul>	
<b>Vesting Conditions</b>	The Rights are subject to a Performance Hurdle and Service Condition, all of which are required to be satisfied before the Rights become Vested.	
<b>Performance Hurdle</b>	<p>The Performance Hurdle applies in respect of all the Rights and is satisfied if the following performance targets are achieved:</p> <ol style="list-style-type: none"> <li>1. Mr. Cullen, as the Eligible Participant, must qualify for his Long-Term Incentive bonus (as provided for in his executive service agreement with the Company) (<b>LTI Bonus</b>).</li> <li>2. The proportion of Rights that become Vested is the same percentage of that tranche of Rights as the proportion of LTI Bonus that the Eligible Participant is eligible for in the relevant year. For example, if the Eligible Participant is eligible for 80% of his LTI Bonus, 80% of the relevant tranche of his Rights will Vest.</li> <li>3. Any other performance targets the Board may set at its discretion and notify the Eligible Participant in writing, within one month of the start of each financial year. Each notice will become an additional schedule to, and form part of, the Invitation.</li> </ol>	
<b>Service Condition</b>	The Service Condition applies in respect of all of the Rights and is satisfied in respect of the number of Rights set out below if the Eligible Participant remains employed or engaged on a continuous basis until:	
	<b>Number of Rights</b>	<b>Date Rights will Vest</b>
	1,500,000 of Tranche 1 Rights that Vest in accordance with having met the Tranche 1 Performance Hurdle	5 December 2025

Feature	Particulars	
	The number of Tranche 2 Rights that Vest in accordance with the Performance Hurdle (up to a maximum of 1,500,000)	30 September 2026
	The number of Tranche 3 Rights that Vest in accordance with the Performance Hurdle (up to a maximum of 1,500,000)	30 September 2027
<b>Last date on which the Rights are able to Vest (“Vesting Date”)</b>	Rights will Vest immediately upon the earlier of: (a) each of the dates of Vesting set out in the Service Conditions above; or (b) a change of control of the Company (as defined under the Plan Rules).	
<b>Earliest date from which the Rights may be exercised (“First Exercise Date”)</b>	The Vesting Dates as set out in the table above, subject to the satisfaction of the Exercise Conditions.	
<b>Latest date prior to which the Rights may be exercised (“Last Exercise Date”)</b>	Three years from the relevant Vesting Date.	
<b>Settlement method on exercise of the Rights</b>	Once exercised, the Rights will be converted into Shares in the Company on a 1 for 1 basis or, if determined by the Board, a cash payment will instead be made to the Eligible Participant equal to the Market Value of the Shares the Eligible Participant would have otherwise received (subject to an adjustment for the exercise price of Rights, which in this case is nil) less any PAYG withholding tax and superannuation contributions.	
<b>Restrictions on Disposal of Shares issued on Right exercise</b>	The Rights are non-transferable and cannot be disposed of otherwise than in accordance with the Plan Rules.	
<b>Cessation of employment</b>	Despite any other Plan Rules, on cessation of the Eligible Participant’s employment with the Company, any Rights that have not yet Vested may continue to be available for Vesting in full or part, at the absolute discretion of the Board.  For the avoidance of doubt, should the Board not exercise its discretion, the un-Vested Rights will be immediately forfeited by the Eligible Participant on the date that they cease to be employed by the Company.	
<b>Right</b>	Means a right to acquire a Share upon satisfaction of any applicable Performance Hurdles, Service Conditions and Exercise Conditions (other than the payment of an Exercise Price, which in this case is	

Feature	Particulars
	nil) in accordance with the terms set out in the Plan and the invitation.
Share	Means a fully paid ordinary share in the capital of the Company.
Company	Means WT Financial Group Limited (ACN 169 037 058).
Exercise Price	Nil.

**12.1. Plan Rules**

The Eligible Participant's participation in the Plan, and the acquisition by him of the Rights, is also subject to the terms of the Plan Rules.

**12.2. Vesting and exercise**

Subject to any earlier lapse and forfeiture of the Rights under the Plan Rules (which may include on a cessation of the Eligible Participant's employment or engagement by the Company), and subject to satisfaction of the Vesting Conditions, the relevant number of Rights will Vest, as set out above. The Rights can be exercised for three years from the relevant Vesting Date.

**12.3. Lapse and forfeiture of Rights**

In accordance with the Plan Rules, in certain circumstances Rights granted to the Eligible Participant will lapse and be forfeited.

This may include a situation where the Eligible Participant terminates or ceases employment or engagement with the Company prior to the Vesting of the Rights. It will also include where he acts fraudulently or dishonestly or is convicted of an offence in connection with the affairs of the Company.

Rights will automatically lapse at 12.01am on the date immediately following the Last Vesting Date unless Vesting and exercise occur prior to that time.

The invitation was conditional on:

- (i) the receipt of any required shareholder approval of this issue of Rights and the subsequent issue of Shares; and
- (ii) the offer remaining compliant with the law and ASX Listing Rules. If shareholder approval (if required) is not forthcoming or any issuance resulting from this invitation is non-compliant with the law or ASX Listing Rules, at the Board's discretion, the Rights granted to the Eligible Participant will lapse and be forfeited.

**12.4. General rights in relation to Rights**

Prior to exercise, Rights do not entitle the holder to vote at any general meetings of the Company, to receive any dividends in the Company that may be paid, or to share in the assets of the Company or a return of capital on a winding up of the Company.

A Right does not confer any right to participate in new issues by the Company, such as a bonus issue or entitlement issue.

If at any time the issued capital of the Company is re-organised (being a consolidation or share split), a Right may be treated in accordance with the ASX Listing Rules at the time of re-organisation or issue, so as to preserve the proportionate value of the Rights versus the Shares.

If the Company undertakes a 'bonus issue' (within the meaning in the ASX Listing Rules) there will be no adjustment to the number of Shares issued once the Rights Vest.

28 October 2025

Dear Shareholder

**Annual General Meeting – Friday 28 November 2025**

Notice is hereby given that an Annual General Meeting for **WT FINANCIAL GROUP LIMITED ABN 87 169 037 058** (the “Company”) will be a physical meeting in the Company’s office at Level 5, 95 Pitt St Sydney NSW 2000 commencing at 9.30am Sydney Time (AEDT) on Friday 28 November 2025 (“Annual General Meeting” or “Meeting”).

On behalf of the Board, it is a pleasure to invite you to attend the Company’s Annual General Meeting.

The Notice of Meeting and accompanying explanatory statement (**Meeting Materials**) are being made available electronically to Shareholders.

The Meeting Materials provide more information on the process to participate in the Annual General Meeting.

This means that:

- You can access the Meeting Materials online at the Company’s website on <https://www.wtfglimited.com/investors/asx-announcements/> or at our share registry’s website [www.InvestorServe.com.au](http://www.InvestorServe.com.au) by logging in and selecting Company Announcements from the main menu.
- A complete copy of the Meeting Materials has also been posted to the Company’s ASX Market announcements page.
- If you have provided an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the Meeting Materials and the proxy form.

If you would like to receive electronic communications from the Company in the future, please update your communication elections online at [www.InvestorServe.com.au](http://www.InvestorServe.com.au). If you have not yet registered, you will need your Shareholder information, including SRN/HIN details.

If you are unable to access the Meeting Materials online please contact our share registry, Boardroom Pty Limited, on [enquiries@boardroomlimited.com.au](mailto:enquiries@boardroomlimited.com.au) or 1300 737 760 (within Australia) or +61 2 9290 9600 (Outside Australia) between 8:30am and 5:30pm (Sydney Time or AEDT) Monday to Friday, to arrange a copy.

Attached with the Notice is your proxy form. The Company encourages all Shareholders to lodge a directed proxy form prior to the meeting.

**Important**

The business of the Meeting affects your Shareholding, and your vote is important.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

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 7:00pm Sydney Time (AEDT) on Wednesday 26 November 2025.

**For further information, contact:**

Keith Cullen  
Managing Director  
(02) 9248 0422

Jane Morgan  
Investor and Media Relations  
+61 (0) 405 555 618  
[jm@janemorganmanagement.com.au](mailto:jm@janemorganmanagement.com.au)

All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

**YOUR VOTE IS IMPORTANT**

For your vote to be effective it must be recorded **before 9.30am (AEDT) on Wednesday, 26 November 2025.**

**🖥 TO VOTE ONLINE** **📱 BY SMARTPHONE**

- STEP 1:** VISIT <https://www.votingonline.com.au/wtlagm2025>
- STEP 2:** Enter your Postcode OR Country of Residence (if outside Australia)
- STEP 3:** Enter your Voting Access Code (VAC):



Scan QR Code using smartphone QR Reader App

**TO VOTE BY COMPLETING THE PROXY FORM**

**STEP 1: APPOINTMENT OF PROXY**

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

**Appointment of a Second Proxy**

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

To appoint a second proxy, you must:

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

**STEP 2: VOTING DIRECTIONS TO YOUR PROXY**

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

**Proxy which is a Body Corporate**

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

**STEP 3: SIGN THE FORM**

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

- Individual:** This form is to be signed by the securityholder.
- Joint Holding:** where the holding is in more than one name, all the securityholders should sign.
- Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.
- Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

**STEP 4: LODGEMENT**

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **9.30am (AEDT) on Wednesday, 26 November 2025.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply-Paid Envelope or:

- 🖥 **Online** <https://www.votingonline.com.au/wtlagm2025>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited  
Level 8, 210 George Street,  
Sydney NSW 2000 Australia

**Attending the Meeting**

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

**Your Address**

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

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

**PROXY FORM**

**STEP 1 APPOINT A PROXY**

I/We being a member/s of **WT Financial Group Limited** (Company) and entitled to attend and vote hereby appoint:

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

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting as my/our proxy at the **Annual General Meeting** of the Company to be held at the **Company's office at Level 5, 95 Pitt Street, Sydney, NSW 2000 on Friday 28 November 2025 at 9:30am (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

**The Chairman of the Meeting is authorised to exercise undirected proxies on remuneration related matters:** If I/we have appointed the Chairman of the Meeting as my/our proxy or the Chairman of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of **Resolutions 1 and 3**, I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy in respect of these resolutions, even though **Resolutions 1 and 3** are connected with the remuneration of a member of the key management personnel for the Company.

The Chairman of the Meeting will vote all undirected proxies **in favour** of all Items of business (including **Resolutions 1 and 3**). If you wish to appoint the Chairman of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the Against or Abstain box opposite that resolution.

**STEP 2 VOTING DIRECTIONS**

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

	For	Against	Abstain*
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-Election of Director – Mr Christos (Chris) Kelesis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Approval to Issue Rights to a Related Party – Mr Keith Cullen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**STEP 3 SIGNATURE OF SECURITYHOLDERS**

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2025