Wisr Limited

Addendum to Notice of 2025 Annual General Meeting

Explanatory Statement | Replacement Proxy Form

25 November 2025

3:00pm AEDT

Address
BDO
Level 25
252 Pitt Street
Sydney NSW 2000

This Addendum to the Notice of Meeting should be read in conjunction with the Notice of Meeting dated 17 October 2025. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Addendum to Notice of Annual General Meeting

Wisr Limited ACN 004 661 205 (**Company**) gives notice to Shareholders that, in relation to the Notice of Annual General Meeting dated 17 October 2025 (**Notice**) in respect of the Company's annual general meeting of members to be held at 3:00pm (AEDT) on 25 November 2025 (**Meeting**), the Directors have resolved to include new Resolutions 5 and 6 within the Notice (**Additional Resolutions**), additional material in respect of the Additional Resolutions within the Explanatory Statement and an update to the Explanatory Statement in respect of Resolution 4.

Shareholders should note that there is no change to the date, time and venue of the Meeting.

Capitalised terms in this addendum to the Notice (**Addendum**) have the same meaning as given in the Notice except as otherwise defined.

This Addendum is supplemental to the Notice and should be read in conjunction with the Notice. Apart from the amendments set out below, all Resolutions and the Explanatory Statement in the original Notice remain unchanged.

Replacement Proxy Form

Annexed to this Addendum is a replacement Proxy Form (**Replacement Proxy Form**). To ensure clarity of voting instructions by Shareholders on the Resolutions to be considered at the Meeting, Shareholders are advised that:

a) if you have already completed and returned the Proxy Form annexed with the Notice (**Original Proxy Form**) and you wish to change your original vote for Resolutions 1 to 4 or cast votes for the Additional Resolutions, you must complete and return the Replacement Proxy Form;

b) if you have already completed and returned the Original Proxy Form and you do not wish to change your original vote for Resolutions 1 to 4 or vote on the Additional Resolutions, you do not need to take any action as the earlier submitted Original Proxy Form will be accepted by the Company for Resolutions 1 to 4 unless you submit a Replacement Proxy Form. For the sake of clarity, the Company notes that if you do not lodge a Replacement Proxy Form, you will not have cast a vote on the Additional Resolutions; or

c) if you have not yet completed and returned a Proxy Form and you wish to vote on the Resolutions in the Notice as supplemented by the Addendum, please complete and return the Replacement Proxy Form.

Enquiries

Should you wish to discuss the matters in this Addendum please do not hesitate to contact the Company Secretary on a.palfreyman@wisr.com.au.

Supplementary Business of the Meeting

The agenda of the Notice is amended by including the following Resolutions:

1. **Resolution 5** – Ratification of the Agreement to Issue Shares under Listing Rule 7.1

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of or agreement to issue 161,444,719 Shares on the terms and conditions set out in the Explanatory Statement.*"*

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

a) a person who participated in the issue or is a counterparty to the agreement being approved; or

b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 5 by:

(i) 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

(ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

2. **Resolution 6** – Ratification of the Agreement to Issue Shares under Listing Rule 7.1A

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of or agreement to issue 140,425,062 Shares on the terms and conditions set out in the Explanatory Statement.*"*

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

a) a person who participated in the issue or is a counterparty to the agreement being approved; or

b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 6 by:

(i) 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

(ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

BY ORDER OF THE BOARD

Andrew Palfreyman
Company Secretary
Wisr Limited

Supplementary Explanatory Statement

The Explanatory Statement is supplemented by including the below sections in respect of the Additional Resolutions.

Resolutions 5 and 6 – Ratification of Prior Issue of Shares

Background to the Placement

On 7 November 2025, the Company announced that it had received firm commitments to raise in aggregate $9.358 million via a placement of 301,869,781 Shares to unrelated sophisticated and professional investors (**Placement Participants**) at an issue price of $0.031 per Share (**Placement**).

Funds raised under the Placement will be applied primarily to repay $7.5 million of the Company's corporate debt facility, reducing the drawn balance from $35.0 million to $27.5 million, and provide additional working capital and liquidity to support loan origination growth and product development initiatives.

Completion of Placement

The Placement will complete in a single tranche. The Company has agreed to issue the Shares to the Placement Participants on or about 14 November 2025 as follows:

a) 161,444,719 Shares utilising the Company's available capacity under Listing Rule 7.1 (being the subject of Resolution 5); and

b) 140,425,062 Shares utilising the Company's available capacity under Listing Rule 7.1A (being the subject of Resolution 6).

Shaw and Partners Limited (**Lead Manager**) was engaged by the Company to act as lead manager and bookrunner to the Placement. Under the engagement with the Lead Manager, the Company has agreed to pay the Lead Manager a capital raising fee of 5% of the total proceeds raised by the Lead Manager.

Listing Rules 7.1 and 7.1A

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12 month period.

Under Listing Rule 7.1A however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 21 November 2024.

The agreement to issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the date of the issue.

Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule. The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the agreement to issue.

Technical information required by Listing Rule 14.1A

If the Additional Resolutions are passed, the issue or agreement to issue will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If the Additional Resolutions are not passed, the issue or agreement to issue will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

Technical information required by Listing Rules 7.4 and 7.5

Required Information	Details
Names of persons to whom Securities were agreed to be issued or the basis on which those persons were identified / selected	The Placement Participants, being unrelated professional and sophisticated investors (including new and existing Shareholders) who were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the capital raising from non-related parties of the Company. In accordance with ASX Guidance Note 21, the Company confirms that a Placement Participant was a substantial shareholder of the Company who subscribed for Shares under the Placement greater than 1% of the Company's issued Share capital, being Acorn Capital Limited who subscribed for 40,322,581 Shares.
Number and class of Securities issued	a) 161,444,719 Shares were agreed to be issued utilising the Company's available capacity under Listing Rule 7.1 (ratification of which is sought under Resolution 5); and b) 140,425,062 Shares were agreed to be issued utilising the Company's available capacity under Listing Rule 7.1A (ratification of which is sought under Resolution 6).
Terms of Securities	The Shares are fully paid ordinary shares in the capital of the Company with terms and conditions identical to the Company's existing Shares.
Date on which or by which Securities will be issued	On or about 14 November 2025
Price or other consideration the Company received for the Securities	$0.031 per Share
Purpose of the issue, including the intended use of any funds raised by the issue	Funds raised under the Placement will be applied primarily to repay $7.5 million of the Company's corporate debt facility, reducing the drawn balance from $35.0 million to $27.5 million, and provide additional working capital and liquidity to support loan origination growth and product development initiatives.
Voting exclusion statement	A Voting exclusion statement has been included for Resolutions 5 and 6.
Compliance	The agreement to issue did not breach Listing Rule 7.1 or Listing Rule 7.1A.

Directors' Recommendation

The Directors recommend that Shareholders vote for Resolutions 5 and 6.

The Chair intends to vote all undirected proxies in favour of Resolutions 5 and 6.

The Explanatory Statement in respect of Resolution 4 is amended as follows.

The Explanatory Statement in respect of Resolution 4 is amended by amending the section under the heading "Securities issued or agreed to be issued under rule 7.1A.2 in the 12 months preceding the date of Meeting" by adding the table below:

Date of issue and Appendix 2A	Date of issue: anticipated to be on or about 14 November 2025 Date of Appendix 2A: anticipated to be on or about 14 November 2025
Number and Class of Equity Security issued or agreed to be issued under Listing Rule 7.1A.2	140,425,062 fully paid ordinary shares in the capital of the Company (**Shares**), which represents 10.09% of the Shares on issue at the commencement of the 12-month period preceding the Meeting.
Issue Price and discount (if any)	$0.031 per Share (at a discount of 8.8% to the last traded price before the announcement of the Placement)
Recipients	On 7 November 2025, the Company announced the agreement to issue 140,425,062 Shares in reliance on Listing Rule 7.1A.2 to professional and sophisticated investors as part of a placement (**Placement Participants**). The Placement Participants, being unrelated professional and sophisticated investors (including new and existing Shareholders), were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the capital raising from non-related parties of the Company. In accordance with ASX Guidance Note 21, the Company confirms that a Placement Participant was a substantial shareholder of the Company who subscribed for Shares under the Placement greater than 1% of the Company's issued Share capital, being Acorn Capital Limited who subscribed for 40,322,581 Shares.
Total Cash Consideration and Use of Funds	Amount raised: $9.358 million Amount spent: $0 Use of Funds: Not applicable Amount remaining: $9.358 million Proposed use of remaining funds: Funds raised under the Placement will be applied primarily to repay $7.5 million of the Company's corporate debt facility, reducing the drawn balance from $35.0 million to $27.5 million, and provide additional working capital and liquidity to support loan origination growth and product development initiatives.

Enquiries

Shareholders are asked to contact the Company Secretary on a.palfreyman@wisr.com.au if they have any queries in respect of the matters set out in these documents.

wisr

ABN 80 004 661 205

LODGE YOUR VOTE

ONLINE
https://au.investorcentre.mpms.mufg.com

BY MAIL
Wisr Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
MUFG Corporate Markets (AU) Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150

ALL ENQUIRIES TO
Telephone: 1300 554 474 Overseas: +61 1300 554 474

X99999999999

ADDENDUM PROXY FORM

I/We being a member(s) of Wisr Limited and entitled to participate in and vote hereby appoint:

STEP 1

APPOINT A PROXY

☐ **the Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chair of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **3:00pm (AEDT) on Tuesday, 25 November 2025 at the offices of BDO Australia, Level 25, 252 Pitt Street, Sydney NSW 2000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Important for Item 1: If the Chair of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chair of the Meeting to exercise the proxy in respect of Item 1, even though the Items are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chair of the Meeting intends to vote undirected proxies in FAVOUR of all Items.

STEP 2

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Items	For	Against	Abstain*
1 Adoption of Remuneration Report	☐	☐	☐
2 Re-election of Ms Cathryn Lyall as Director	☐	☐	☐
3 Re-election of Ms Kate Whitney as Director	☐	☐	☐
4 ASX Listing Rule 7.1A Approval of Future Issue of Equity Securities	☐	☐	☐
5 Ratification of Prior Issue of Shares under Listing Rule 7.1	☐	☐	☐
6 Ratification of Prior Issue of Shares under Listing Rule 7.1A	☐	☐	☐

* 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 votes will not be counted in computing the required majority on a poll.

STEP 3

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)	Joint Shareholder 2 (Individual)	Joint Shareholder 3 (Individual)
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chair of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIR OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to participate in the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

(a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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; and

(b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be received at support@cm.mpms.mufg.com prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.mpms.mufg.com/en/mufg-corporate-markets.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **3:00pm (AEDT) on Sunday, 23 November 2025,** being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:

ONLINE

https://au.investorcentre.mpms.mufg.com

Login to the Investor Centre using the holding details as shown on the Voting/Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).

BY MOBILE DEVICE

QR Code

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link **https://au.investorcentre.mpms.mufg.com** into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.

BY MAIL

Wisr Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235
Australia

BY FAX

+61 2 9287 0309

BY HAND

delivering it to MUFG Corporate Markets (AU) Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

*During business hours Monday to Friday (9:00am - 5:00pm)

IF YOU WOULD LIKE TO PARTICIPATE IN AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU. THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.

WISR LIMITED

investor@wisr.com.au
1300 992 007
wisr.com.au

ACN 004 661 205
Level 9, 333 Kent St
Sydney NSW 2000

12 November 2025

Dear Shareholder

Addendum to Notice of Annual General Meeting

Wisr Limited ACN 004 661 205 (**Company**) gives notice to Shareholders that, in relation to the Notice of Annual General Meeting dated 17 October 2025 (**Notice**) in respect of the Company's annual general meeting of members to be held at 3:00pm (AEDT) on 25 November 2025 (**Meeting**), the Directors have resolved to include new Resolutions 5 and 6 within the Notice (**Additional Resolutions**).

The Additional Resolutions and related Explanatory Statement (including an update to the Explanatory Statement in respect of Resolution 4) are contained in the addendum to the Notice (**Addendum**), together with a replacement proxy form (**Replacement Proxy Form**).

Shareholders should note that there is no change to the date, time and venue of the Meeting.

The Addendum is supplemental to the Notice and should be read in conjunction with the Notice.

The Company will not be sending hard copies of the Addendum to shareholders unless a shareholder has previously requested a hard copy. The Addendum can be viewed and downloaded via the Company's website (https://investorhub.wisr.com.au/), the website of the Company's share registry (https://au.investorcentre.mpms.mufg.com/Login/Login) or on the Company's ASX market announcements page (ASX: WZR).

A Replacement Proxy Form in relation to the Meeting is included with this letter. Voting on the resolutions at the Meeting is important and Shareholders who are unable to attend the Meeting are encouraged to exercise their voting rights by completing and returning the enclosed Replacement Proxy Form.

In the event that a Shareholder provides a Replacement Proxy Form, any previous proxy form (in the form dispatched with the original Notice) (**Previous Proxy Form**) which has been completed by that Shareholder will be disregarded.

If you have already voted by completing and submitting to the Company a Previous Proxy Form and do not wish to vote on the Additional Resolutions, or do not wish to change your proxy vote on any of the resolutions, you do not need to take any action, as the Previous Proxy Form you have already submitted remains valid.

Shareholders are encouraged to submit their Replacement Proxy Form to the Company's share registry. Your proxy voting instruction must be received no less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

Please contact the Company Secretary if you have any questions on a.palfreyman@wisr.com.au.

Yours sincerely,

WISR LIMITED