

## Weebit Nano Share Purchase Plan update

*Not for release to US wire services or distribution in the United States*

**7 April 2026** – Weebit Nano Ltd (**ASX: WBT, Weebit or Company**) is pleased to release the offer document (**SPP Booklet**) in respect of the offer of new fully paid ordinary shares (**New Shares**) under a non-underwritten share purchase plan (**SPP**) to existing shareholders of the Company at 7.00pm (Sydney time) on Wednesday, 25 March 2026 with an address on the register in Australia or New Zealand.

The SPP provides each eligible shareholder with the opportunity to apply for up to A\$30,000 worth of New Shares at the same issue price as the placement announced on 26 March 2026 (being A\$4.05).

The Company intends to raise up to A\$15 million under the SPP, and the Company reserves the right to increase the size of the SPP at its discretion. The SPP may also be subject to a scale back of applications at the absolute discretion of the Company.

New Shares to be issued under the SPP will rank pari passu with existing shares on issue.

The SPP opens today and is expected to close at 5.00pm on 29 April 2026.

The SPP Booklet is attached to this announcement.

For further information regarding the SPP, shareholders can contact the Company's share registry from 8.30am to 5.00pm Monday to Friday (excluding public holidays) on 1300 850 505 (callers within Australia) or +61 3 9415 4000 (callers outside Australia). The Company will seek quotation of the New Shares issued under the SPP on the ASX.

### Timetable of key dates

Below is an indicative timetable for the SPP:

Key Event	Date
Record date for SPP	7:00pm, Wednesday 25 March 2026
Release of SPP Offer Booklet on ASX	Tuesday, 7 April 2026
Dispatch of SPP Offer Booklet, SPP offer opens	Tuesday, 7 April 2026
SPP offer closing date	5.00pm, Wednesday, 29 April 2026
Announcement of results of SPP	Tuesday, 5 May 2026
Allotment of New Shares issued under SPP	Wednesday, 6 May 2026
Normal trading of New Shares issued under SPP	Wednesday, 6 May 2026

*All dates and times are indicative only and the Company reserves the right to amend any or all of these events, dates and times subject to the Corporations Act 2001 (Cth), ASX Listing Rules and other applicable laws. All times and dates are in reference to Sydney, Australia time.*



**Not for release to US wire services or distribution in the United States**

This announcement may not be released to US wire services or distributed in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States or any other jurisdiction in which such an offer would be unlawful. The New Shares have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (**US Securities Act**), or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares may not be offered or sold, directly or indirectly, in the United States, except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and any applicable securities laws of any state or other jurisdiction of the United States. In addition, the New Shares under the SPP will only be offered and sold to eligible securityholders in Australia and New Zealand in "offshore transactions", as defined and in reliance on Regulation S under the US Securities Act.

- ENDS -

*Authorised for release by the Board of Weebit Nano Limited.*

**For further information, please contact:**

**Investors**

Adrian Mulcahy, Automic Group

P: +61 438 630 422

E: [adrian.mulcahy@automicgroup.com.au](mailto:adrian.mulcahy@automicgroup.com.au)

**Media – Australia**

Jasmine Walters, Automic Group

P: +61 498 209 019

E: [jasmine.walters@automicgroup.com.au](mailto:jasmine.walters@automicgroup.com.au)

**Media – US**

Jen Bernier-Santarini, Weebit Nano

P: +1 650-336-4222

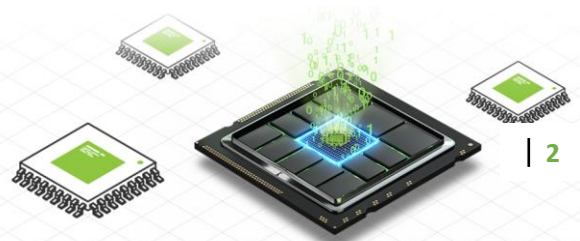
E: [jen@weebit-nano.com](mailto:jen@weebit-nano.com)

**About Weebit Nano Limited**

Weebit Nano Ltd. is a leading developer and licensor of advanced semiconductor memory technology. The company's ground-breaking Resistive RAM (ReRAM) non-volatile memory (NVM) addresses the growing need for significantly higher performance and lower power memory solutions in a range of electronic products such as AI, Internet of Things (IoT) and wearable devices, automotive, industrial automation, robotics, neuromorphic computing, and many others. For these applications, Weebit ReRAM allows semiconductor memory elements to be significantly faster, less expensive, more reliable and more energy efficient than those using existing flash memory solutions. As it is based on fab-friendly materials, the technology can be quickly and easily integrated with existing flows and processes, without the need for special equipment or large investments.

See: [www.weebit-nano.com](http://www.weebit-nano.com)

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# Weebit Nano Ltd

## Share Purchase Plan Booklet

**Eligible Shareholders have the opportunity to participate in the Share Purchase Plan by applying for up to \$30,000 worth of new ordinary shares in Weebit Nano. Details of the offer and how to participate are set out in this Booklet.**

**THIS BOOKLET IS NOT FOR RELEASE OR DISTRIBUTION IN THE UNITED STATES**

**Except with the consent of Weebit Nano, this Booklet may not be released or distributed elsewhere outside of Australia and New Zealand.**

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## KEY DATES

<b>Record Date</b> (the time that eligibility to participate in the Share Purchase Plan is determined)	7.00pm on Wednesday, 25 March 2026
<b>Opening Date</b>	Tuesday, 7 April 2026
<b>Closing Date</b>	5.00pm on Wednesday, 29 April 2026
<b>Issue and allotment of and commencement of trading for New Shares</b>	Wednesday, 6 May 2026

This timetable (and each reference in this Booklet to a date specified in the timetable) is indicative only and Weebit Nano may, at its absolute discretion, vary any of the above dates by lodging a revised timetable with the Australian Securities Exchange (**ASX**). All times referred to in this Booklet are Sydney time.

### IMPORTANT NOTICE

If you are an Eligible Shareholder, this Booklet contains important information and requires your immediate attention. It is an important document which is accompanied by a personalised Application Form, and you should read both carefully and in full.

The offer of New Shares under the Share Purchase Plan (**SPP**) is made in accordance with Australian Securities and Investments Commission (**ASIC**) Corporations (Share and Interest Purchase Plans) Instrument 2019/547, which grants relief from the requirement to issue a disclosure document for the SPP. This Booklet is not a prospectus under Chapter 6D of the *Corporations Act 2001* (Cth) (the **Corporations Act**) and has not been lodged with ASIC.

If you have any questions in relation to how to participate in the SPP after reading this Booklet, please contact the SPP Information Line from 8.30am to 5.00pm (AEDT) Monday to Friday on 1300 850 505 (callers within Australia) or +61 3 9415 4000 (callers outside Australia) before the SPP closes.

This Booklet does not constitute or provide financial advice and has been prepared without taking into account your particular objectives, financial situation or needs. If you are in any doubt about whether to participate in the SPP, you should seek advice from a professional adviser who is licensed by ASIC to give that advice before participating.

All references in this booklet to either dollars or \$ are to Australian dollars.

### Offering restrictions

This Booklet is intended for use only in connection with the offer of New Shares to Eligible Shareholders in Australia or New Zealand. No action has been taken to permit an offering of New Shares in any jurisdiction outside of Australia and New Zealand. The distribution of this Booklet (and any electronic copies) may be restricted by law and persons (including nominees and custodians) who come into possession of it should observe any such restrictions.

### NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

This Booklet may not be distributed or released in the United States. This Booklet does not constitute an offer to sell, or a solicitation of an offer to buy, any New Shares in the United States or in any jurisdiction in which such an offer would be unlawful. The New Shares to be offered and sold under the SPP have not been, and will not be, registered under the US Securities Act of 1933, as amended (**US Securities Act**) or the securities laws of any US

state or other jurisdiction of the United States, and may not be offered or sold, directly or indirectly, in the United States or to any person acting for the account or benefit of a person in the United States (to the extent such person is acting for the account or benefit of a person in the United States). The New Shares under the SPP may only be offered and sold outside the United States in “offshore transactions” (as defined in Rule 902(h) under the US Securities Act) in reliance on Regulation S under the US Securities Act.

#### **Important information for Eligible Shareholders in New Zealand**

The New Shares under the SPP are not being offered or sold to the public within New Zealand other than to existing shareholders of Weebit Nano with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021.

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

#### **Important information for custodians**

Due to legal restrictions, nominees and custodians may not distribute this Booklet (and any electronic copies) to any person in and may not participate in the SPP on behalf of any beneficial Shareholder from, a country outside Australia or New Zealand.

#### **Forward-looking statements**

The information in this Booklet is for general information only and contains forward looking statements, opinions or estimates or statements about future matters (each a **forward looking statement**). Such forward looking statements can be identified by the use of forward looking words such as “may”, “will”, “expect”, “intend”, “plan”, “estimate”, “anticipate”, “continue”, and “guidance”, or other similar words and include, without limitation, statements regarding Weebit Nano’s intent, belief or expectations, plans, strategies, objectives of management, and potential acquisitions, the outcome of the Placement and SPP and the use of proceeds therefrom. Weebit Nano gives no undertaking to update this information over time (subject to legal or regulatory requirements). Any forward-looking statements are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. Forward-looking statements involve known and unknown risks, uncertainties and other factors that are outside control of Weebit Nano, its related bodies corporate and affiliates and each of their respective directors, securityholders, officers, employees, partners, agents, advisers and management and may cause Weebit Nano’s actual results, performance or achievements to differ materially from any future results, performance or achievements expressed or implied by these forward-looking statements. Any forward-looking statements in this Booklet are based on assumptions and contingencies which are subject to change without notice, as are statements about market and industry trends, which are based on interpretations of current market conditions.

**Investors are strongly cautioned not to place undue reliance on forward looking statements, particularly in light of the current economic climate and the significant volatility, uncertainty and disruption caused by the ongoing effects of the geopolitical tensions such as the Russian-Ukrainian War and Middle East conflict.** Neither Weebit Nano nor any other person gives any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this Booklet will actually occur. In addition, please note that past performance is no guarantee or indication of future performance. Possible factors that could cause Weebit Nano’s results or performance to differ materially from those expressed in Weebit Nano’s forward looking statement include the risk factors set out in the Investor Presentation.

The forward-looking statements are based on information available to Weebit Nano as at the date of this Booklet. Except as required by applicable laws or regulations, none of Weebit Nano, its representatives or advisers undertakes to provide any additional information or revise the statements in this Booklet, whether as a result of a change in expectations or assumptions, new information, future events, results or circumstances.

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# LETTER FROM THE CHAIR

7 April 2026

Dear Shareholder

On behalf of the Directors of Weebit Nano Ltd (**Weebit Nano**), I am pleased to offer Eligible Shareholders (as defined in the Booklet) the opportunity to participate in the Share Purchase Plan (**SPP**). The SPP allows Eligible Shareholders to purchase up to \$30,000 worth of new ordinary shares (**New Shares**) in Weebit Nano, without incurring brokerage or transaction costs. The SPP aims to raise approximately \$15 million and is not underwritten. Weebit Nano may determine to raise a higher amount or decide to scale back applications under the SPP at its absolute discretion.

On 26 March 2026, Weebit Nano announced a fully underwritten placement of new ordinary shares (**Placement Shares**) to institutional and professional investors, which raised approximately \$80 million (**Placement**) as well as a non-underwritten placement which raised approximately \$7 million (**Israeli Placement**). Proceeds from the Placement, Israeli Placement and SPP are intended to be used to accelerate the scale-up and commercialisation of Weebit Nano's ReRAM technology, accelerate the development and delivery of Weebit Nano's artificial offering and for general corporate purposes.

Further details of the Placement and Israeli Placement and a summary of some of the key risks associated with an investment in Weebit Nano, are set out in the announcement and investor presentation released to the Australian Securities Exchange (**ASX**) by Weebit Nano on 26 March 2026 (together, the **Investor Presentation**).

## Issue Price

The SPP provides Eligible Shareholders with the opportunity to purchase New Shares at an Issue Price of \$4.05 per New Share, being the price at which Placement Shares were issued under the Placement.

New Shares will rank equally with existing Shares.

## Participation

Participation in the SPP is optional and is open to Eligible Shareholders, being persons who at 7.00pm (Sydney time) on Wednesday, 25 March 2026 were registered as holders of Shares and whose address on Weebit Nano's share register is in Australia or New Zealand.

Eligible Shareholders who are custodians holding Shares on behalf of Eligible Beneficiaries are also invited to participate in the SPP on the terms and conditions set out in this Booklet. Shareholders in the United States are not eligible to participate in the SPP. Similarly, Shareholders (including custodians and nominees) who hold Shares on behalf of persons in the United States, or are acting for the account or benefit of persons in the United States, are not eligible to participate in the SPP on behalf of those persons.

Weebit Nano will not issue New Shares to an applicant under the SPP if those New Shares, either alone or in conjunction with the issue of New Shares under other applications for New Shares received by Weebit Nano, would contravene any law or the ASX Listing Rules.

## How to apply for New Shares

The SPP opens on Tuesday, 7 April 2026 and closes at 5.00pm (Sydney time) on Wednesday, 29 April 2026.

If you are an Eligible Shareholder who wishes to participate in the SPP, you may apply for New Shares under the SPP by any of:

- **Option 1:** making payment directly by BPAY® in accordance with the instructions on your personalised application form (**Application Form**) available online at [www.computersharecas.com.au/wbt](http://www.computersharecas.com.au/wbt). (Please make sure you use the specific biller code and unique reference number (used to identify your holding) on your personalised Application Form (you do not need to return an Application Form under this option)); or
- **Option 2 (New Zealand shareholders only):** making payment by electronic funds transfer in accordance with the instructions on your personalised Application Form available online at [www.computersharecas.com.au/wbt](http://www.computersharecas.com.au/wbt). Please make sure you use the unique reference number (used to identify your holding) shown on your personalised Application Form, or your application may not be able to be reconciled and your funds may be returned to you (you do not need to return an Application Form under this option).

If you are an eligible shareholder in Australia who is unable to make payment via BPAY®, please contact the SPP Information Line, from 8.30am to 5.00pm (Sydney time) Monday to Friday on 1300 850 505 (callers within Australia) or +61 3 9415 4000 (callers outside Australia) before the SPP closes to obtain alternate payment instructions.

The application monies (including any Application Form and/or Custodian Certificate, if applicable) must be received **no later than 5.00pm** (Sydney time) on Wednesday, 29 April, 2026. Regardless of when (during the SPP offer period) you submit your application and funds, your application will be deemed to be made and received at 5.00pm on Wednesday, 29 April 2026.

You will not be able to withdraw or revoke your application monies once they have been paid. Weebit Nano will not accept payment by cash, cheque, bank draft or money order.

This Booklet contains further information about the SPP, including the terms and conditions of the SPP and various defined terms used throughout this Booklet. The terms and conditions set out the relevant criteria for determining eligibility to participate in the SPP as well as rules relating to applications for New Shares under the SPP. The Board recommends you read this Booklet and the Investor Presentation (in particular the key risks described therein) before deciding whether to participate in the SPP.

On behalf of the Board, I thank you for your continued support of Weebit Nano.

Yours faithfully



David Perlmutter  
**Chairman**  
**Weebit Nano Limited**

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# SPP TERMS AND CONDITIONS

## Important notice

If you apply to participate in the SPP, you accept the risk that the market price of Shares may change between the date of the SPP Offer and the date when New Shares are issued to you under the SPP. As such, it is possible that, up to or after the date you receive New Shares under the SPP, you may be able to buy Shares on the ASX at a lower price than the Issue Price under the SPP.

By participating in the SPP you will be deemed to have accepted, and will be bound by, these terms and conditions. Eligible Shareholders who receive New Shares will also be bound by the constitution of Weebit Nano.

Unless the context requires otherwise, capitalised terms used in these terms and conditions will have the meaning given to them elsewhere in this Booklet.

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## 1 Offer

- 1.1 Weebit Nano Ltd (**Weebit Nano**) offers each Eligible Shareholder the opportunity to purchase up to \$30,000 worth of new ordinary shares in Weebit Nano (**New Shares**) under the Share Purchase Plan (**SPP**) subject to and in accordance with the terms and conditions set out below (such offer, the **SPP Offer**).
- 1.2 The SPP Offer opens on Thursday, 7 April 2026 (**Opening Date**) and closes at 5.00pm (Sydney time) on Wednesday, 29 April 2026 (or such other date as Weebit Nano determines in its absolute discretion) (**Closing Date**).
- 1.3 The SPP Offer is non-renounceable and, therefore, Eligible Shareholders cannot transfer their right to purchase New Shares to any third party.
- 1.4 The SPP Offer to each Eligible Shareholder (whether as a Custodian or on its own account) is made on the same terms and conditions.
- 1.5 All references to \$ or dollars in this Booklet are references to Australian dollars unless otherwise indicated.
- 1.6 All references to time in these SPP terms and conditions are references to Sydney time, unless otherwise indicated.

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## 2 Eligible Shareholders

- 2.1 You are an **Eligible Shareholder** who is eligible to participate in the SPP if you:
  - (a) were registered on Weebit's share register (**Register**) as a holder of one or more ordinary shares in Weebit Nano (**Shares**) at 7.00pm (Sydney time) on Wednesday, 25 March 2026 (**Record Date**);
  - (b) have a registered address in either Australia or New Zealand; and
  - (c) are not in the United States and are not acting for the account or benefit of a person in the United States.
- 2.2 Eligible Shareholders who are "custodians" (as defined in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547) (**Custodians**) may participate in the SPP Offer in accordance with clauses 3.2 and 4.4.
- 2.3 The SPP Offer is not made to holders of Shares with a registered address outside of Australia and New Zealand.
- 2.4 The SPP Offer is being made to New Zealand shareholders in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021.

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### 3 Joint holders and Custodians

- 3.1 If two or more persons are registered on the Register as jointly holding Shares, they are taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder, and an agreement, acknowledgement or certification given by any of them is taken to be an agreement, acknowledgement or certification given by all of them.
- 3.2 Subject to these terms and conditions, Eligible Shareholders who are Custodians may participate in the SPP on behalf of each Eligible Beneficiary on whose behalf they hold Shares. Shareholders who are Custodians who hold Shares on behalf of persons in the United States, or are acting for the account or benefit of persons in the United States, are not eligible to participate in the SPP on behalf of those persons.
- 3.3 An **Eligible Beneficiary** is a person:
- (a) on whose behalf a Custodian holds Shares as at the Record Date;
  - (b) who has a registered address in either Australia or New Zealand; and
  - (c) who is not in the United States and is not acting for the account or benefit of a person in the United States.

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### 4 Applications for New Shares

- 4.1 Eligible Shareholders are entitled to contribute a set amount of \$2,500, \$5,000, \$10,000, \$15,000, \$20,000, \$25,000 or \$30,000 (**Application Amounts**).
- 4.2 Eligible Shareholders who wish to apply for New Shares must either:
- (a) make a payment for the appropriate amount via BPAY® in accordance with the instructions on your personalised Application Form available online at [www.computersharecas.com.au/wbt](http://www.computersharecas.com.au/wbt) so

that it is received prior to the Closing Date. Please make sure you use the specific biller code and unique reference number (used to identify your holding) shown on your personalised Application Form. If you pay by BPAY® there is no need to return your Application Form but you will be taken to have made the statements, agreements, acknowledgements, confirmations, representations, warranties, acceptances, authorisations, declarations and certifications that are set out in the Application Form. If you are an eligible shareholder in Australia who is unable to make payment via BPAY®, please contact the SPP Information Line, from 8.30am to 5.00pm (Sydney time) Monday to Friday on 1300 850 505 (callers within Australia) or +61 3 9415 4000 (callers outside Australia) before the SPP closes to obtain alternate payment instructions.

- (b) **New Zealand shareholders only** – make a payment for the appropriate amount via electronic funds transfer in accordance with the instructions on your personalised Application Form available online at [www.computersharecas.com.au/wbt](http://www.computersharecas.com.au/wbt) so it is received prior to the Closing Date. Please make sure you use the unique reference number (used to identify your holding) shown on your personalised Application Form, or your application may not be able to be reconciled and your funds may be returned to you. If you pay by EFT there is no need to return your Application Form but you will be taken to have made the statements, agreements, acknowledgements, confirmations, representations, warranties, acceptances, authorisations, declarations and certifications that are set out in the Application Form. Weebit Nano will not accept payment by cash, cheque, bank draft or money order.
- 4.3 Eligible Shareholders who receive more than one offer under the SPP (for example, because they hold Shares in more than one capacity or in different registered holdings) may apply on different Application Forms for New Shares but may not apply for New Shares with an aggregate value of more than \$30,000.

- 4.4 If you wish to subscribe for New Shares as a Custodian for one or more Eligible Beneficiaries, you must also complete and submit a certificate that contains details of the participating Eligible Beneficiaries, including their name, address, the number of participating Eligible Beneficiaries, the number of Shares you hold on their behalf, and the number of New Shares you have been instructed to apply for on their behalf which complies with ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (**Custodian Certificate**) before your application will be accepted. Applications by Custodians that are not accompanied by a duly completed Custodian Certificate will be rejected. Custodian Certificates not received by the Closing Date will be rejected. Custodians wishing to participate on behalf of a beneficiary or beneficiaries must contact the SPP Information Line from 8.30am to 5.00pm (Sydney time) Monday to Friday on 1300 850 505 (callers within Australia) or +61 3 9415 4000 (callers outside Australia) before the SPP closes for further information about the custodian application process and for a copy of the Custodian Certificate.
- 4.5 If you hold Shares as a trustee or nominee for another person, but are not a Custodian, you cannot participate for beneficiaries in the manner described in clause 4.4. In this case, the rules in clause 4.3 apply.
- 4.6 Weebit Nano and its officers and agents may accept or reject your application for New Shares in whole or in part (including by rounding down to the nearest valid Application Amount) at their absolute discretion including, without limitation, if:
- (a) your application does not comply with these terms and conditions;
  - (b) it appears you are not an Eligible Shareholder or, if you are a Custodian, it appears that you are not applying on behalf of Eligible Shareholders;
  - (c) your BPAY® payment or if you are a New Zealand Shareholder, your electronic funds transfer is not received by the Registry by the Closing Date;
- (d) your BPAY® payment or electronic funds transfer is incomplete or invalid;
  - (e) Weebit Nano believes on reasonable grounds that you are applying to purchase more than \$30,000 worth of New Shares in aggregate (including as a result of Shares you hold directly, jointly or through a Custodian or nominee arrangement) or, if you are a Custodian, it appears on reasonable grounds that you are applying on behalf of a beneficiary for more than \$30,000 worth of New Shares in aggregate or your application is not for one of the following Application Amounts:
    - (i) \$2,500;
    - (ii) \$5,000;
    - (iii) \$10,000;
    - (iv) \$15,000;
    - (v) \$20,000;
    - (vi) \$25,000; or
    - (vii) \$30,000;
  - (f) payment of the application monies is not submitted in Australian currency;
  - (g) the amount of your BPAY® payment or, if you are a New Zealand Shareholder, your electronic funds transfer payment, is not equal to the amount of your application, in which event Weebit Nano will, in its absolute discretion:
    - (i) reject your application and refund in full your application monies and not allot any New Shares to you; or
    - (ii) allot to you the number of New Shares that would have been allotted had you applied for the highest designated parcel amount that is less than the amount of your payment and refund to you the excess of your application monies.
- 4.7 If you are entitled to a refund of all or any of your application monies, the refund will be paid to you, without interest, as soon as practicable (except

where that amount is less than \$2.00, in which case it will be retained by the company):

- (a) by direct credit to your nominated account or by cheque to your address (as recorded with the Registry).
- 4.8 Regardless of when (during the SPP offer period) you submit your application and funds, all applications will be deemed to be made on the Closing Date. You will not be able to withdraw or revoke your application monies once you have submitted your application and paid your application monies or change the amount of your application, except as allowed by law.

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## 5 Issue Price

- 5.1 The issue price per New Share (**Issue Price**) will be \$4.05, being the same issue price as the Placement.
- 5.2 The current Share price can be obtained from the ASX and is listed in the financial and business section of major daily newspapers circulating in Australia.
- 5.3 You agree to pay the Issue Price per New Share for the number of New Shares calculated under clause 6.1 or, if there is a scale back, the number of New Shares calculated under clause 8.

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## 6 Calculation and issue of New Shares

- 6.1 If you apply for New Shares under the SPP, you will apply for a certain value, rather than a certain number, of New Shares. If your application is accepted, Weebit Nano will divide the value of your application monies by the Issue Price (as determined under clause 5.1) in order to determine the number of New Shares which, subject to scale back, will be issued to you.
- 6.2 If the calculation in clause 6.1 produces a fractional number, the number of New Shares issued to you will be rounded up to the nearest whole New Share.

- 6.3 New Shares will be issued on Wednesday, 6 May 2026 (**Issue Date**).
- 6.4 New Shares issued under the SPP will rank equally in all respects with existing Shares as at the Issue Date.
- 6.5 Weebit Nano will apply to the ASX for quotation of New Shares. It is anticipated that New Shares will be quoted on the ASX immediately after their issue.
- 6.6 The Registry will send holding statements in respect of the New Shares issued under the SPP on or around in accordance with the Registry's usual dispatch of holding statements each month.

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## 7 Effect of applying to participate

- 7.1 By making a payment via BPAY® or EFT, you (on your own behalf and on behalf of each person for whose account you are acting, if applicable):
  - (a) are deemed to have accepted the SPP Offer and you irrevocably and unconditionally agree to the terms and conditions of the SPP and the terms and conditions of the Application Form (including, without limitation, the section of the Application Form titled "Important Information"), and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the SPP;
  - (b) acknowledge that you have read these SPP terms and conditions in full;
  - (c) warrant that to the best of your knowledge, having made due enquiries, all details and statements in your application are true and complete and not misleading (including by omission);
  - (d) agree that your application will be irrevocable and unconditional (that is, it cannot be withdrawn);
  - (e) warrant that to the best of your knowledge, having made due enquiries, you are an Eligible Shareholder and are eligible to participate in the SPP, and agree to provide (and if applicable direct

your nominee or Custodian provide) any requested substantiation of your eligibility to participate in the SPP and of your holding of Shares on the Record Date;

(f) acknowledge that no interest will be paid on any application monies held pending the issue of New Shares or subsequently refunded to you for any reason;

(g) acknowledge that Weebit Nano and its officers and agents are not liable for any consequences of the exercise or non-exercise of discretions referred to in these terms and conditions;

(h) agree to pay the Issue Price per New Share up to:

- (i) the maximum value of your BPAY® payment; or
- (ii) if you are a New Zealand shareholder, the maximum value of your electronic funds transfer payment,

(as determined by Weebit Nano in its absolute discretion);

(i) acknowledge and agree that:

- (i) you are not in the United States and are not acting for the account or benefit of a person in the United States (in the event that you are acting for the account or benefit of a person in the United States, you are not participating in the SPP in respect of that person);
- (ii) the New Shares have not been, and will not be, registered under the US Securities Act and, accordingly, may not be offered or sold, directly or indirectly, in the United States;
- (iii) you have not, and will not, send, release or distribute this Booklet or any materials relating to the SPP to any person in the United States;
- (iv) if in the future you decide to sell or otherwise transfer the New

Shares, you will only do so in standard brokered transactions on the ASX, where neither you nor any person acting on your behalf knows, or has reason to know, that the sale has been pre-arranged with, or the purchaser is, a person in the United States; and

(v) if you are acting as a trustee, nominee or Custodian, each beneficial holder on whose behalf you are participating in the SPP is resident in Australia or New Zealand, and you have not sent this Booklet, or any materials relating to the SPP to any person outside of Australia and New Zealand;

(j) if you are applying for New Shares on your own behalf (and not as Custodian), certify, acknowledge and agree that:

- (i) you are not applying for New Shares with an aggregate application price of more than \$30,000 (including any New Shares which a Custodian has applied to purchase on your behalf under the SPP); and
- (ii) the aggregate application price for the following does not exceed \$30,000:
  - (A) the New Shares the subject of the application;
  - (B) any other Shares issued to you under the SPP or any similar arrangement in the 12 months before the application;
  - (C) any other New Shares which you instruct a Custodian to acquire on your behalf under the SPP; and
  - (D) any other Shares issued to a Custodian in the 12 months before the application as a result of an instruction given by you to the Custodian to apply for Shares on your behalf

- under an arrangement similar to the SPP,
- even though you may have received more than one offer under the SPP or received offers in more than one capacity under the SPP;
- (k) if you are a Custodian and are applying on behalf of an Eligible Beneficiary on whose behalf you hold Shares, certify, acknowledge and agree that:
- (i) you are a Custodian (as that term is defined in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547);
  - (ii) you held Shares on behalf of the Eligible Beneficiary as at the Record Date who has instructed you to apply for New Shares on their behalf under the SPP and that the Eligible Beneficiary was provided with a copy of this Booklet before giving such instruction;
  - (iii) you are not applying for New Shares on behalf of any Eligible Beneficiary with an aggregate application price of more than \$30,000 under the SPP; and
  - (iv) the information in the Custodian Certificate submitted with your Application Form is to the best of your knowledge, having made due enquiries, true, correct and not misleading;
- (l) accept the risks associated with any refund that may be dispatched to you by direct credit or cheque to your address shown on the Register;
- (m) are responsible for any dishonour fees or other costs Weebit Nano may incur in presenting a cheque for payment which is dishonoured;
- (n) agree to be bound by the constitution of Weebit Nano (as amended and as it may be amended from time to time in the future);
- (o) represent that in relation to your application for, and acquisition of, New Shares, you are in compliance with all relevant laws and regulations;
- (p) acknowledge that Weebit Nano may vary the timetable set out in this Booklet at its absolute discretion by lodging a revised timetable with the ASX;
- (q) acknowledge that the market price of Shares may rise or fall between the date of the SPP Offer and the Issue Date and that the Issue Price you pay for New Shares may exceed the market price of Shares on the Issue Date;
- (r) acknowledge that there are risks associated with acquiring and holding Shares, including those described in the Investor Presentation;
- (s) acknowledge that none of Weebit Nano or its subsidiaries or their respective directors, officers, employees, agents and advisers has provided you with any financial product, legal, investment or taxation advice in relation to the SPP, or has any obligation to provide such advice;
- (t) authorise Weebit Nano and its officers and agents to do anything on your behalf reasonably necessary for New Shares to be issued to you in accordance with these terms and conditions and to register you as the holder(s) of New Shares issued to you;
- (u) acknowledge that Weebit Nano may at any time determine that your application is valid, in accordance with the terms and conditions of the SPP, even if the Application Form is incomplete, contains errors or is otherwise defective;
- (v) declare that you are at least 18 years of age and have full legal capacity and power to perform all your rights and obligations in respect of the SPP Offer; and
- (w) authorise Weebit Nano and its officers and agents to correct minor or easily rectified errors in, or omissions from, your Application Form and to complete the Application Form by the insertion of any missing minor detail.

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## 8 Scale back

- 8.1 Weebit Nano may in its absolute discretion undertake a scale back of applications for New Shares to the extent and in the manner it sees fit (including by taking into account, among other factors, the size of your shareholding as at the Record Date). A “scale back” is a reduction in the number of New Shares issued (compared to the number applied for).
- 8.2 If there is a scale back, you may receive less than the parcel of New Shares for which you have applied.
- 8.3 If a scale back produces a fractional number of New Shares when applied to your parcel, the number of New Shares you will be allotted will be rounded up to the nearest whole number of New Shares.
- 8.4 If there is a scale back, the difference between the application monies received from you, and the number of New Shares allocated to you multiplied by the Issue Price, will be refunded to you without interest.

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## 9 Dispute resolution

- 9.1 Weebit Nano may settle, in any manner it deems appropriate, any difficulties, anomalies or disputes which may arise in connection with, or by reason of, the operation of the SPP whether generally or in relation to any participant or any application for New Shares, and its decision shall be conclusive and binding on all participants and other persons to whom the determination relates.
- 9.2 The powers of Weebit Nano under these terms and conditions may be exercised by the directors of Weebit Nano or any delegate or representative of them.

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## 10 Variation and termination

- 10.1 Weebit Nano reserves the right at any time to:
- (a) amend or vary these terms and conditions;

- (b) waive strict compliance with any provision of these terms and conditions;
- (c) withdraw the SPP Offer or suspend or terminate the SPP;
- (d) vary the timetable for the SPP, including the Closing Date; and
- (e) not accept an application, not issue New Shares, or issue New Shares to a value less than that applied for under the SPP by an Eligible Shareholder (including a Custodian applying on behalf of one or more Eligible Beneficiaries).
- 10.2 Any such amendment, variation, waiver, suspension, withdrawal, non-acceptance or termination will be binding on all Eligible Shareholders even where Weebit Nano does not notify you of that event.
- 10.3 In the event that the SPP is withdrawn or terminated, all application monies will be refunded. No interest will be paid on any money returned to you.

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## 11 Privacy policy

- 11.1 Chapter 2C of the Corporations Act requires information about a securityholder (including your name, address and details of the securities you hold) to be included in the public register of the entity in which you hold securities. This information must continue to be included in the public register if you cease to be a securityholder.
- 11.2 Weebit Nano and the Registry may collect personal information to process your application, implement the SPP and administer your holding of Shares. The personal information contained in the Register is also used to facilitate payments and corporate communications (including financial results, annual reports and other information to be communicated to holders of Shares) and to ensure compliance with legal and regulatory requirements, including Australian taxation laws and the Corporations Act.
- 11.3 Your personal information may be disclosed to joint investors, the Registry, securities brokers, third party service

providers (including print and mail service providers, technology providers and professional advisers), related entities of Weebit Nano and its agents and contractors, and the ASX and other regulatory authorities, and in any case, where disclosure is required or allowed by law (which may include disclosures to the Australian Taxation Office and other government or regulatory bodies or where you have consented to the disclosure). In some cases, the types of organisations referred to above to whom your personal information may be disclosed may be located overseas.

- 11.4 Computershare's privacy policy is available on its website [www.computershare.com/au/privacy-policies](http://www.computershare.com/au/privacy-policies).

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## **12 Costs of participation**

- 12.1 Weebit Nano will not charge any brokerage, commissions or other transaction costs in respect of the application for, and allotment of, New Shares under the SPP.

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## **13 Underwriting**

- 13.1 The SPP is not underwritten.

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## **14 Governing law**

- 14.1 These terms and conditions are governed by the laws in force in New South Wales. Any dispute arising out of, or in connection with, these terms and conditions, or the SPP Offer, will be determined by the courts of New South Wales. By accepting the SPP Offer, you agree to submit to the exclusive jurisdiction of the courts in New South Wales. Other terms and conditions, and rights and obligations in respect of Shares, are contained in the constitution of Weebit Nano.
- 14.2 The terms and conditions of the SPP prevail to the extent of any inconsistency with the Application Form.

For more information, please contact the SPP Information Line, from 8.30am to 5.00pm (Sydney time) Monday to Friday on 1300 850 505 (callers within Australia) or +61 3 9415 4000 (callers outside Australia) before the SPP closes.

### **About Weebit Nano**

Weebit Nano Ltd. is a leading developer and licensor of advanced semiconductor memory technology. The company's ground-breaking Resistive RAM (ReRAM) non-volatile memory (NVM) addresses the growing need for significantly higher performance and lower power memory solutions in a range of electronic products such as AI, Internet of Things (IoT) and wearable devices, automotive, industrial automation, robotics, neuromorphic computing, and many others. For these applications, Weebit ReRAM allows semiconductor memory elements to be significantly faster, less expensive, more reliable and more energy efficient than those using existing flash memory solutions. As it is based on fab-friendly materials, the technology can be quickly and easily integrated with existing flows and processes, without the need for special equipment or large investments.

See: [www.weebit-nano.com](http://www.weebit-nano.com)