2026 Notice of Annual General Meeting

23 October 2026 – Weebit Nano Ltd (**ASX: WBT**, **Weebit** or **Company**), a leading developer of advanced memory technologies for the global semiconductor industry, attaches the following documents relating to its 2026 Annual General Meeting to be held at 3:00pm (AEDT) on Monday, 23 November 2026:

- Notice of Annual General Meeting
- Notice of Access
- Proxy Form

- ENDS -

Authorised for release by the Board of Weebit Nano Limited.

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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

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23 October 2026

Dear Shareholder

On behalf of the Board of Weebit Nano Ltd (**Weebit Nano** or the **Company**), I am pleased to invite you to attend the 2026 Annual General Meeting (**AGM**) of Weebit Nano.

Enclosed is the Notice of Meeting (including the Explanatory Memorandum) and Proxy Form setting out the business of the AGM. This contains full details of the meeting and the resolutions to be considered at the meeting.

Attendance at the meeting

The AGM will take place on Monday, 23 November 2026 at 3.00pm (AEDT) as a hybrid meeting, with the physical component of the AGM to be held at Mallesons, Level 61, Governor Philip Tower, 1 Farrer Place, Sydney NSW 2000 and the online component at https://meetnow.global/M2KXYLG.

Resolutions at the meeting

Last year, the Board set aggressive goals to be achieved in 2026 in continuation with the progress we have made in signing up key foundries/IDMs in 2025 and early 2026. Weebit Nano continued to make commercial progress in FY26 to achieve those goals, including strong revenue growth by signing a deal with Texas Instruments, a leading IDM, and extending current deals with customers. This year a major focus was to make these foundries and customers working and making progress to achieve qualification of the technology and getting early prototypes of products while continuing to work on improving the technology as manifested by achieving industrial level temperature specifications. The Company and management are focusing and working hard to achieve the remaining targets by the end of calendar year 2026.

In the last AGM, we had a first strike of our Remuneration Report. As a result, the Board decided to perform a major change in our Remuneration Policy, and hired Korn Ferry to help us clarify the inputs from investors and proxy advisors, perform detailed benchmarking to compare Weebit Nano to similar size companies in Australia, on one hand, and the tech and semiconductor industry, on the other. Weebit Nano's remuneration strategy is aimed at matching remuneration in a significant manner to company performance while being able to attract and retain the best talent in the tech industry, mainly in Israel and the US, as talent is the key ingredient for success. The majority of the CEO remuneration will be performance based, both the short-term (**STI**) with major hurdles on financial and execution goals, and the long-term (**LTI**), with the large portion of it being through the issue of PSUs (Performance Rights)

The proposed grant of Restricted Share Rights to Non-Executive Directors is intended to align Directors' interests with those of Shareholders by increasing their equity exposure. This aims to ensure the Board remains focused on long-term Shareholder value creation, especially during a period of significant growth requiring stability and accountability at the Board level. None of the Non-Executive Directors' remuneration is performance related.

Thank you for your continued support of Weebit Nano. I look forward to your attendance at the 2026 AGM where CEO Coby Hanoch and I will present our FY26 results and outlook for FY27.

Yours faithfully,

David (Dadi) Perlmutter
Chair

Weebit Nano Ltd
(ACN 146 455 576)

Notice of Annual General Meeting

Notice is given that the 2026 Annual General Meeting (**AGM** or **Meeting**) of Shareholders of Weebit Nano Ltd (**Company**) will be held in-person and online on:

Date:	Monday, 23 November 2026
Time:	3.00pm (AEDT)
In Person:	Mallesons Level 61, Governor Philip Tower 1 Farrer Place Sydney NSW 2000
Online:	https://meetnow.global/M2KXYLG

If you are a Shareholder and you wish to attend in-person, the AGM will be held at Mallesons, Level 61, Governor Philip Tower, 1 Farrer Place, Sydney NSW 2000. If you are attending in-person, please bring your Proxy Form with you to assist registration.

If you are a Shareholder and you wish to attend virtually, you can access the Meeting online at https://meetnow.global/M2KXYLG. Shareholders attending the online meeting will be able to ask questions and vote at the live meeting.

CONSIDERATION OF REPORTS

Financial Statements and Reports

To receive and consider the Company's Annual Report, including the Directors' Report and Auditor's Report for the year ended 30 June 2026.

All Shareholders can view the Company's Annual Report which contains the Financial Report, the Directors' Report and the Independent Auditor's Report of the Company for the year ended 30 June 2026 on the Company's website at https://www.weebit-nano.com/investors/investor-center/.

There is no requirement for a formal resolution and Shareholders are not required to vote on this item.

QUESTIONS AND COMMENTS

Following consideration of the Reports, the Chair of the Meeting will allow Shareholders a reasonable opportunity to ask questions about or make comments on the business of the Meeting, the management of the Company or about the Company generally.

The Company's current auditor, Horizon Nexus (WA) Audit Pty Ltd (**Auditor**), will attend the Meeting and there will be a reasonable opportunity for Shareholders to ask the Auditor questions relevant to:

a. the conduct of the audit;
b. the preparation and content of the Independent Auditor's Report;
c. the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
d. the independence of the Auditor in relation to the conduct of the audit.

The Chair will also give the Auditor a reasonable opportunity to answer any written questions submitted by Shareholders that are relevant to the content of the Independent Auditor's Report or the conduct of the audit.

ITEMS FOR APPROVAL

Resolution 1: Adoption of Remuneration Report

To consider and, if thought fit, to pass, the following resolution as a **non-binding ordinary resolution**:

"That, for the purpose of Section 250R(2) of the Corporations Act, the Company's Remuneration Report for the financial year ended 30 June 2026, as contained in the Company's Annual Report, is adopted."

Note: In accordance with section 250R(3) of the Corporations Act, the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement:

The Company will disregard any votes cast (in any capacity) on Resolution 1 by or on behalf of a member of the Company's Key Management Personnel whose remuneration details are included in the Remuneration Report for the year ended 30 June 2026 (**KMP**), or that KMP Member's closely related parties, regardless of the capacity in which the vote is cast. A "**closely related party**" includes a spouse, dependent and certain other close family members of a KMP, as well as any companies controlled by a KMP.

However, votes will not be disregarded if they are cast in favour of this Resolution 1 by a KMP, or that KMP Member's closely related party, as a proxy, if the vote is not cast on behalf of the KMP or the closely related party and:

(a) the proxy appointment is in writing and specifies how the proxy is to vote on Resolution 1; or

(b) the proxy is the Chair of the meeting and the appointment does not specify the way the proxy is to vote on Resolution 1 and the appointment expressly authorises the Chairman to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a KMP Member.

"*Key Management Personnel*" and "*closely related party*" have the same meaning as set out in the Corporations Act.

What this means for Shareholders: If you intend to appoint a KMP Member (such as one of the Directors) as your proxy, please ensure that you direct them how to vote on Resolution 1. If you appoint the Chairman as your proxy, and you do not direct your proxy how to vote on Resolution 1 on the Proxy Form, you will be expressly authorising the Chairman of the Meeting to exercise the proxy even if the resolution is connected, directly or indirectly, with the remuneration of the KMP Members which includes the Chairman.

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

Resolution 2: Appointment of Auditor

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

"That Shareholders approve the appointment of Ernst & Young as auditor of the Company, Ernst & Young having been nominated by a member of the Company and having consented to act as auditor of the Company, such appointment to take effect from the date of the AGM."

Resolution 3: Re-election of Ms Naomi Simson OAM as a Director

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

"That Ms Naomi Simson OAM, who retires by rotation in accordance with clause 14.2 of the Company's Constitution, and being eligible, is re-elected as a Director of the Company."

Resolution 4: Re-election of Dr Yoav Nissan-Cohen as a Director

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

"That Dr Yoav Nissan-Cohen, who retires by rotation in accordance with clause 14.2 of the Company's Constitution and being eligible, is re-elected as a Director of the Company."

Resolution 5: Approval of Issue of Performance Rights to Mr Jacob Hanoch

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

"That for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve and authorise the Company to issue 722,891 Performance Rights over Shares in the Company to Mr Jacob Hanoch, or his nominee, in accordance with the terms of the EIOP and as described in the Explanatory Memorandum below."

Resolution 6: Approval of Issue of Restricted Share Rights to Mr Jacob Hanoch

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

"That for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve and authorise the Company to issue 240,963 Restricted Share Rights over Shares in the Company to Mr Jacob Hanoch, or his nominee, in accordance with the terms of the EIOP and as described in the Explanatory Memorandum below."

Resolution 7: Approval of Issue of Restricted Share Rights to Mr David (Dadi) Perlmutter

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

"That for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve and authorise the Company to issue 60,240 Restricted Share Rights to Mr David (Dadi) Perlmutter, or his nominee, in accordance with the terms of the EIOP and as described in the Explanatory Memorandum."

Resolution 8: Approval of Issue of Restricted Share Rights to Ms Anne Templeman-Jones

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

"That for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve and authorise the Company to issue 45,180 Restricted Share Rights to Ms Anne Templeman-Jones, or her nominee, in accordance with the terms of the EIOP and as described in the Explanatory Memorandum."

Resolution 9: Approval of Issue of Restricted Share Rights to Mr Ashley Krongold

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

"That for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve and authorise the Company to issue 30,120 Restricted Share Rights to Mr Ashley Krongold, or his nominee, in accordance with the terms of the EIOP and as described in the Explanatory Memorandum."

Resolution 10: Approval of Issue of Restricted Share Rights to Dr Yoav Nissan-Cohen

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

"That for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve and authorise the Company to issue 30,120 Restricted Share Rights to Dr Yoav Nissan-Cohen, or his nominee, in accordance with the terms of the EIOP and as described in the Explanatory Memorandum."

Resolution 11: Approval of Issue of Restricted Share Rights to Dr S. Atiq Raza

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

"That for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve and authorise the Company to issue 30,120 Restricted Share Rights to Dr S. Atiq Raza, or his nominee, in accordance with the terms of the EIOP and as described in the Explanatory Memorandum."

Resolution 12: Approval of Issue of Restricted Share Rights to Ms Naomi Simson OAM

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

"That for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve and authorise the Company to issue 30,120 Restricted Share Rights to Ms Naomi Simson OAM, or her nominee, in accordance with the terms of the EIOP and as described in the Explanatory Memorandum."

Voting Exclusion Statement (Resolutions 5 to 12):

The Company will disregard any votes cast in favour of each of Resolutions 5 to 12 by or on behalf of:

(a) Mr Jacob Hanoch, Mr David (Dadi) Perlmutter, Ms Anne Templeman-Jones, Mr Ashley Krongold, Dr Yoav Nissan-Cohen, Dr S. Atiq Raza and Ms Naomi Simson OAM (or his or her nominee/s), each being a Director referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question, in accordance with Listing Rule 14.11.1; and

(b) an associate of any of these persons and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company).

However, votes will not be disregarded if they are cast as proxy for a person entitled to vote on each of Resolutions 5 to 12:

(a) in accordance with the directions on the Proxy Form; or

(b) by the person chairing the Meeting, in accordance with a direction on the Proxy Form to vote as the proxy decides; or

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

  (i) 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; and

  (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

In accordance with section 250BD of the Corporations Act, a KMP Member or their closely related party appointed as a proxy must not vote on Resolutions 5 to 12 on the basis of that appointment, unless the vote is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chairman of the Meeting where the proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP Member.

The Chairman of the Meeting intends to vote undirected proxies in favour of each of Resolutions 5 to 12.

Resolution 13: Increase in Aggregate Non-Executive Director Remuneration Pool

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

"That for the purposes of clause 14.7 of the Constitution, Listing Rule 10.17, and for all other purposes, the maximum aggregate annual Directors' fees payable to Non-executive Directors of the Company be increased from A$1,000,000 per annum to A$1,350,000 per annum effective 1 July 2026, as described in the Explanatory Memorandum which accompanies and forms part of this Notice."

Voting Exclusion Statement:

The Company will disregard any votes cast (in any capacity) on Resolution 13:

(1) in favour of Resolution 13 by or on behalf of any Director or any associate of a Director, regardless of the capacity in which the vote is cast; or

(2) as a proxy by a person who is a member of the Company's Key Management Personnel at the date of the Meeting or a closely related party of such a member,

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

(a) a person as a 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

(b) 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

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

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate or a person excluded from voting, on the Resolution; and

(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

What this means for Shareholders: If you intend to appoint one of the Directors as your proxy, please ensure that you direct them how to vote on Resolution 13. If you appoint the Chairman as your proxy, and you do not direct your proxy how to vote on Resolution 13 on the Proxy Form, you will be expressly authorising the Chairman of the Meeting to exercise the proxy even if the resolution is connected, directly or indirectly, with the remuneration of the Non-executive Directors which include the Chairman.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 13.

Resolution 14: Ratification of Issue of Shares pursuant to Placement

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 21,481,481 fully paid ordinary shares on 7 April 2026 as described in the Explanatory Memorandum."

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution 14 by those sophisticated and institutional investors (or their nominee(s)) who participated in the Placement or any associates of that person or those persons.

However, votes will not be disregarded if they are cast as proxy for a person entitled to vote on Resolution 14:

(a) in accordance with the directions on the Proxy Form; or

(b) by the person chairing the Meeting, in accordance with a direction on the Proxy Form to vote as the proxy decides; or

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

(i) 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; and

(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Chairman of the Meeting intends to vote undirected proxies in favour of this Resolution 14.

<u>Resolution 15</u>: Conditional Board Spill Meeting Resolution

If required, to consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

"*That, subject to and conditional on at least 25% of the votes validly cast on the resolution to adopt the Remuneration Report for the year ended 30 June 2026 (Resolution 1) being cast against that resolution:*

*(a) an extraordinary general meeting of the Company (**Spill Meeting**) be held within 90 days of the passing of this resolution;*

(b) all the Directors who were Directors of the Company when the resolution to approve the Directors' Report for the financial year ended 30 June 2026 was passed (other than the Managing Director), and who remain in office at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and

(c) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting pursuant to paragraph (b) must be put to the vote of Shareholders at the Spill Meeting."

Voting Exclusion Statement:

The Company will disregard any votes cast on Resolution 15 by or on behalf of:

(a) a member of Key Management Personnel (**KMP**) named in the remuneration report for the year ended 30 June 2026, or that KMP's closely related party, regardless of the capacity in which the vote is cast; and

(b) as a proxy by a member of KMP at the date of the meeting, or that KMP's closely related party.

However, votes will not be disregarded if they are cast on Resolution 15 by:

(a) a person as proxy or attorney for a person who is entitled to vote on Resolution 15, in accordance with the directions given on the Proxy Form; or

(b) by the person chairing the Meeting (**Chair**) as proxy or attorney for a person who is entitled to vote on Resolution 15, in accordance with a direction given to the Chair on the Proxy Form to vote as the proxy decides; or

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

(i) 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 Resolution 15; and

(ii) the holder votes on Resolution 15 in accordance with directions given by the beneficiary to the holder to vote in that way.

The Chairman of the Meeting intends to vote undirected proxies AGAINST this Resolution 15 (if the resolution is put to the meeting).

The Board recommends that Shareholders vote AGAINST Resolution 15 if it is put to the AGM.

If you do not want a Spill Meeting to take place, you should vote AGAINST Resolution 15. If you want a Spill Meeting to take place, you should vote FOR Resolution 15.

Other Business

To consider any other business that may lawfully be brought forward in accordance with the Company's Constitution or the law.

Other Information

An Explanatory Memorandum accompanies and forms part of this Notice of Meeting.

All Shareholders should read the Explanatory Memorandum carefully and in its entirety. Shareholders who are in doubt regarding any part of the business of the Meeting should consult their financial or legal adviser for assistance.

Entitlement to Vote

In accordance with section 1074E(2)(g)(i) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purposes of the Meeting all Shares will be taken to be held by the persons who held them as registered Shareholders at 7.00pm (AEDT) on Saturday, 21 November 2026. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Voting by Proxy

Any Shareholder entitled to attend and vote at this Meeting is entitled to appoint a proxy to attend and vote instead of that Shareholder.

The proxy does not need to be a Shareholder of the Company. The person appointed may be an individual or a body corporate.

A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the Shareholder's votes.

To appoint a proxy online, please go to www.investorvote.com.au and follow the instructions there.

Alternatively, you can appoint a proxy by completing and signing your form and sending the form:

(a) By post to Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001, Australia; or

(b) By facsimile to Computershare Investor Services Pty Limited on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).

The deadline for receipt of proxy forms is 3.00pm (AEDT) on Saturday, 21 November 2026.

Custodian Voting

For intermediary online subscribers only (Custodians) please submit your voting instructions at www.intermediaryonline.com.

How to submit your vote during the Meeting

If you wish to cast your vote during the Meeting, please follow the instructions below:

Shareholders must use the Computershare Meeting Platform to attend and participate in the Meeting.

To participate in the Meeting, you can log in by entering the following URL on your computer, tablet or smartphone: https://meetnow.global/M2KXYLG.

Online registration will open one (1) hour before the Meeting.

To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready. Proxyholders will need to contact Computershare prior to the Meeting to obtain their unique email invitation link.

To participate in the Meeting online follow the instructions below.

1. Click on 'Join Meeting Now'.
2. Enter your SRN/HIN. Proxyholders will need to contact Computershare on +61 3 9415 4024 one hour prior to the Meeting to obtain their unique email invitation link.
3. Enter your postcode registered to your holding if you are an Australian securityholder. If you are an overseas securityholder select the country of your registered holding from the drop-down list.
4. Accept the Terms and Conditions and 'Click Continue'.

You can view the Meeting live, ask questions verbally or via a live text facility and cast votes at the appropriate times while the Meeting is in progress.

Online Meeting Guide: www.computershare.com.au/virtualmeetingguide

Default to the Chairman of the Meeting

If you do not specify a proxy in your completed proxy vote or if the person you appoint as proxy does not participate in the Meeting, the Chairman of the Meeting will be taken to be your proxy by default. In accordance with the Corporations Act, any directed proxies that are not voted as directed on a poll at the Meeting will automatically default to the Chairman of the Meeting, who is required to vote proxies as directed.

In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Corporate Representative

A corporation may elect to appoint a representative in accordance with the Corporations Act, in which case the Company will require written proof of the representative's appointment, which must be lodged with, or presented to the Company, before the Meeting. A form of the certificate may be obtained from the share registry. The Company will retain the certificate of appointment of corporate representative.

Questions and comments by Shareholders at the Meeting

In accordance with the Corporations Act, a reasonable opportunity will be given to Shareholders to ask questions or make comments on the management of the Company at the Meeting.

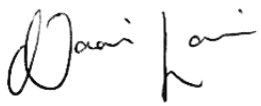
Relevant written questions to the auditor must be received no later than 5.00pm (AEDT) on Monday, 16 November 2026. Please send written questions to naomi.lawrie@vistra.com using the subject header "WBT AGM 2026 Question".

Technical difficulties

Technical difficulties may arise during the course of the Meeting. The Chairman has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising his discretion, the Chairman will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected. Where he considers it appropriate, the Chairman may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders who will be attending virtually are encouraged to lodge a proxy by 3:00 pm (AEDT) on Saturday, 21 November 2026.

By order of the Board

Naomi Lawrie



Company Secretary
Date: 23 October 2026

Weebit Nano Ltd
(ACN 146 455 576)
Explanatory Memorandum

This Explanatory Memorandum sets out further information regarding the proposed items of business to be considered by Shareholders of Weebit Nano Ltd (**Company**) at the 2026 Annual General Meeting (**Meeting**) to be held commencing at 3.00pm (AEDT) on Monday, 23 November 2026.

The Directors recommend that Shareholders read this Explanatory Memorandum before determining whether or not to support the Resolutions.

Financial Statements and Reports

Under Section 317 of the Corporations Act, the Company is required to lay its Annual Financial Report, Directors' Report and Auditor's Report before its Shareholders at its Annual General Meeting. The Annual Financial Report is submitted for Shareholders' consideration and discussion at the Meeting as required.

Meeting attendees are invited to direct questions to the Chairman in respect of any aspect of the Annual Report they wish to discuss. The Chairman of the Meeting will give Shareholders a reasonable opportunity to ask questions and make comments on the Annual Report. Shareholders will also be given a reasonable opportunity to ask the Auditor questions about the conduct of the audit and the content of the Auditor's Report.

Resolution 1: Adoption of the Remuneration Report

Resolution 1 provides Shareholders the opportunity to vote on the Company's Remuneration Report. The Remuneration Report is contained in the Directors' Report. Under section 250R(2) of the Corporations Act, the Company must put the adoption of its Remuneration Report to a vote at its Annual General Meeting.

This vote is advisory only and does not bind the Directors or the Company.

The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at this Meeting when reviewing Company's remuneration policies.

Board Recommendation and Voting Intention

Noting that each Director has a personal interest in their own remuneration as set out in the Remuneration Report, the Board recommends that all Shareholders vote in **FAVOUR** of this Resolution.

The Chairman of the Meeting intends to vote undirected proxies in **FAVOUR** of this Resolution.

Resolution 2: Appointment of Auditor

The Board has reviewed the Company's external audit arrangements and has selected Ernst & Young to be appointed as the Company's new auditor. Ernst & Young has consented to this appointment as required under the Corporations Act.

On 5 October 2026, ASIC consented in writing to Horizon Nexus (WA) Audit Pty Ltd's resignation as auditor, in accordance with the requirements of section 329 of the Corporations Act. Accordingly, Horizon Nexus (WA) Audit Pty Ltd will resign as auditor with effect from the conclusion of the AGM and, if Shareholders approve Resolution 2, the appointment of Ernst & Young as auditor will take effect at the close of the AGM.

Section 328B(1) of the Corporations Act requires that written notice of nomination of an auditor proposed to be appointed at a company's annual general meeting be received from a Shareholder of the Company. Accordingly, the Company has received notice from a Shareholder, nominating Ernst and

Young as auditor of the Company. A copy of that notice is attached to this Notice of Meeting at **Schedule 2**.

The Board considers the appointment of Ernst & Young to be in the best interests of the Company and its Shareholders.

Board Recommendation and Voting Intention

The Board recommends that Shareholders vote in **FAVOUR** of Resolution 2.

The Chairman of the Meeting intends to vote undirected proxies in **FAVOUR** of this Resolution.

Resolution 3: Re-election of Ms Naomi Simson OAM as a Director

Under Clause 14.2 of the Company's Constitution, one third of the Company's Directors, or the whole number nearest to one third, must retire unless re-elected.

Resolution 3 provides for the re-election of Ms Naomi Simson OAM as a Director of the Company in accordance with clause 14.2 of the Company's Constitution.

Ms Simson OAM was appointed as Non-Executive Director of the Company on 1 September 2023.

Ms Naomi Simson OAM is a respected business leader and marketing professional with more than 40 years of commercial experience. After completing her undergraduate studies at the University of Melbourne, she held various marketing roles at global companies including IBM, Apple, KPMG, and Ansett Airlines. In 1996, Naomi launched her first venture, a marketing consultancy company. Just five years later, she founded RedBalloon, a pioneering online experience marketplace in Australia. In 2017, she co-founded the Big Red Group, an experience platform business with brands such as Adrenaline, Experience Oz, Local Agent, and Everything NZ. She is a non-executive director of Big Red Group. Naomi is well known as an entrepreneur, media commentator, and advocate for business owners.

She serves on several other boards, including:

- Colonial First State HoldCo as an Independent Director;
- Cerebral Palsy Alliance, where she has been a Governor since 2023.

Naomi also contributes to a variety of industry advisory boards, reflecting her deep commitment to business innovation, governance, and community impact.

Prior to submitting herself for re-election, Ms Naomi Simson OAM has confirmed that she would continue to have sufficient time to properly fulfil her duties and responsibilities to the Company.

The Board supports the re-election of Ms Naomi Simson OAM as she will contribute to the Board with her extensive commercial, entrepreneurial and marketing experience, strong leadership capabilities, and expertise in business innovation, governance and strategy.

Board Recommendation and Voting Intention

The Board (with Ms Naomi Simson OAM abstaining) unanimously recommends that Shareholders vote in **FAVOUR** of this Resolution.

The Chairman of the Meeting intends to vote undirected proxies in **FAVOUR** of this Resolution.

Resolution 4: Re-election of Dr Yoav Nissan-Cohen as a Director

Under Clause 14.2 of the Company's Constitution, one third of the Company's Directors, or the whole number nearest to one third, must retire unless re-elected.

Resolution 4 provides for the re-election **of** Dr Yoav Nissan-Cohen as a Director of the Company in accordance with clause 14.2 of the Company's Constitution.

Dr Yoav Nissan-Cohen was appointed as an Executive Director of the Company on 14 February 2019 and transitioned to become a Non-Executive Director of the Company on 1 August 2024.

Dr Yoav Nissan-Cohen's career covers over 40 years of scientific research, technology development and executive management in the high-tech industry.

Yoav received his PhD in Applied Physics with a focus on semiconductor device physics under the supervision of Professor Dov Frohman, the inventor of the first non-volatile memory technology.

He started his illustrious career as a research scientist in GE's R&D centre in New York where he studied the use of silicon dioxide in semiconductor memory devices. He then established Tower Semiconductor, a Nasdaq-listed, global specialty semiconductor foundry leader with a market cap of US$5 billion, where he served as CEO for nine years. Dr Nissan-Cohen also played a key role in establishing a non-volatile technology startup, Saifun Semiconductor, which was subsequently sold to Spansion. After two years in the venture capital industry, he returned to his entrepreneurial origins taking up Chairman and CEO positions in Amimon until its acquisition by Videndum plc. In addition to his role as a Director of Weebit, he is currently leading Teracyte, which develops a high-throughput, rich-data platform to enable predictive AI applications in the biotechnology and pharma industries.

Prior to submitting himself for re-election, Dr Yoav Nissan-Cohen has confirmed that he would continue to have sufficient time to properly fulfil his duties and responsibilities to the Company.

The Board supports the re-election of Dr Yoav Nissan-Cohen as he will contribute to the Board with his significant expertise in semiconductor technology, non-volatile memory, technology development and commercialisation, together with his significant scientific, entrepreneurial and executive leadership experience.

Board Recommendation and Voting Intention

The Board (with Dr Yoav Nissan-Cohen abstaining) unanimously recommends that Shareholders vote in **FAVOUR** of this Resolution.

The Chairman of the Meeting intends to vote undirected proxies in **FAVOUR** of this Resolution.

Resolutions 5 and 6: Approval to Issue Equity to Managing Director & CEO

Resolutions 5 and 6 seek Shareholder approval for the granting of equity to Mr Jacob Hanoch, Managing Director & CEO of the Company as follows:

- 722,891 Performance Rights with an aggregate value of $2,399,998.12 (Resolution 5); and
- 240,963 Restricted Share Rights with an aggregate value of $799,997.16 (Resolution 6).

Background

The aggregate value of the Performance Rights and Restricted Share Rights was determined based on an independent expert's review of the Company's remuneration framework and benchmark surveys, and forms part of the Managing Director & CEO's overall remuneration package. In determining the appropriate remuneration structure, the Board applied its remuneration philosophy of balancing the need to remain globally competitive with appropriate regard to ASX market practice. The Company operates in a highly competitive global talent market for specialised semiconductor talent and, as the Company's technical and commercial momentum continues to grow, the Board considers it critical that the

Company's remuneration structure and benchmarking supports it to secure the calibre of global talent required to deliver on its strategic ambitions.

The number of Performance Rights and Restricted Share Rights proposed to be granted to Mr Hanoch has been calculated based on an amount equivalent to 400% of the fixed remuneration of Mr Hanoch ($3,200,000 in aggregate value), allocated 75% to Performance Rights and 25% to Restricted Share Rights, with the number of rights calculated based on the 5-day VWAP of the Company's Shares to the close of trading on 22 September 2026 (the last trading day prior to the Board's approval), being $3.32.

The Company intends to grant Performance Rights and Restricted Share Rights to attract and retain KMP and executives over the long term by allowing them to build equity ownership and align their interests with those of Shareholders. Participants in the Executive Long-Term Incentive (**LTI**) for the calendar year 2026 include the Managing Director & CEO and direct reports. Mr Hanoch is the only Director eligible to participate.

Why Shareholder approval is being sought

Listing Rule 10.14 states that a listed company must not permit a Director to acquire equity securities under an employee incentive scheme without Shareholder approval, by ordinary resolution. The purpose of Resolutions 5 and 6 is to seek Shareholder approval for the purposes of Listing Rule 10.14 (and for all other purposes) for the proposed grant of Performance Rights and Restricted Share Rights under the EIOP to the Managing Director & CEO.

If approval is given under Listing Rule 10.14, approval is not required under Listing Rule 7.1.

Grant of Performance Rights and Restricted Share Rights

Following approval by Shareholders, the Managing Director & CEO of the Company (or his nominee) will be granted Performance Rights and Restricted Share Rights to acquire Shares.

Upon exercise, each Performance Right or Restricted Share Right entitles the Managing Director & CEO (or his nominee) to one Share (or as otherwise determined by any adjustment required to be made under the Listing Rules) which will rank equally with all other Shares on issue.

Vesting Period and Vesting Conditions

Performance Rights

The Performance Rights to be granted to the Managing Director & CEO will vest and become exercisable at the conclusion of a three-year performance period ending on 31 December 2028 (noting the Company operates to a calendar year performance cycle), subject to achievement of the vesting conditions consisting of performance hurdles and continuous employment throughout the performance period. If any vesting condition is not achieved, the relevant Performance Rights will lapse.

Relative Total Shareholder Return (rTSR)

50% of the Performance Rights will be subject to a relative Total Shareholder Return (**rTSR**) performance hurdle measured against the S&P/ASX 300 Accumulation Index and 50% of the Performance Rights will be subject to a relative TSR performance hurdle measured against the Nasdaq Composite Total Return Index.

For each tranche of Performance Rights, the Company's Total Shareholder Return (**TSR**) and the TSR of the relevant comparator index will be calculated over the Performance Period by reference to:

(a) In the case of the Company, the three-month VWAP of the Company's Shares for the period leading up to the commencement of the performance period i.e. from 1 October 2025 to 31 December 2025 (inclusive), as the starting value, and the three-month VWAP of the Company's Shares for the period leading up to the conclusion of the performance period from 1 October 2028 to 31 December 2028 (inclusive), as the ending value; and

(b) In the case of the relevant comparator index, the average daily value of the relevant index for the period from 1 October 2025 to 31 December 2025 (inclusive), as the starting value, and the

average daily value of the relevant index for the period from 1 October 2028 to 31 December 2028 (inclusive), as the ending value.

The Company's TSR calculation will take into account dividends or other distributions paid during the Performance Period, assuming such dividends or distributions are reinvested in Shares on the date of payment.

The number of Performance Rights that vest in respect of each tranche will be determined separately by reference to the Company's rTSR performance against the relevant comparator index over the Performance Period, in accordance with the following vesting schedule:

Relative TSR Performance	Measure	% Performance Rights Vesting[(1)]
Below threshold	< P50	0%
At threshold	P50	50%
Between threshold and stretch	P50 – P75	Straight line between 50 and 100%
At or above stretch	≥ P75	100%

[1]The vesting percentage will be applied separately to each tranche of Performance Rights. Accordingly, 50% of the Performance Rights will be assessed by reference to the Company's rTSR against the ASX 300 Index and 50% will be assessed by reference to the Company's rTSR against the Nasdaq Composite Total Return Index.

Restricted Share Rights

The Restricted Share Rights will vest and become exercisable for Shares in tranches over the course of a four-year period, based on the achievement of the following time-based vesting conditions:

(a) 25% of the Restricted Share Rights will vest on 31 December 2026; and

(b) for a period of three years thereafter, 6.25% of the Restricted Share Rights will vest at the end of each quarter.

The vesting of the Restricted Share Rights is not subject to any performance hurdles. If any time-based vesting condition is not achieved, the relevant Restricted Share Rights will lapse.

Change of control

In the event of a change of control, the EIOP rules confer on the Board discretionary power to determine the way any or all of the Performance Rights and Restricted Share Rights will be dealt with, including discretion to allow participants to benefit from the change of control event. If a change of control occurs prior to the expiration of the applicable vesting period, the Board currently intends to exercise its discretion so that all of the Performance Rights and Restricted Share Rights which remain unvested at that time will vest and become exercisable immediately prior to the occurrence of the change of control.

Reorganisation

If at any time the capital of the Company is reorganised (including consolidation, subdivision, reduction or return), the terms attaching to the Performance Rights and Restricted Share Rights may be adjusted in a manner consistent with the Corporations Act and the Listing Rules at the time of the reorganisation.

Voting Rights / Dividends

Performance Rights and Restricted Share Rights do not entitle the holders to vote in respect of that equity instrument, nor participate in dividends, when declared, until such time as the Rights have vested and been exercised for Shares.

New Issues

Performance Rights holders and Restricted Share Rights holders may only participate in new issues of securities to holders of Shares in the Company if their Rights have vested and been exercised for Shares before the record date for determining entitlements to the issue.

Performance Rights and Restricted Share Rights are not transferable (except in limited circumstances or with the consent of the Board) and will not be quoted on the ASX.

Malus / clawback

The EIOP provides the Board with the ability to apply malus / clawback provisions and deem any unvested or vested but unexercised Performance Rights or Restricted Share Rights of a participant as lapsed, or do such things as necessary to cancel any Shares issued on exercise of Performance Rights or Restricted Share Rights, in certain circumstances including fraud, gross negligence or serious or wilful misconduct.

The key terms of the EIOP are described in Schedule 1.

Date on which the Performance Rights and Restricted Share Rights will be granted

Subject to Shareholder approval, it is anticipated that the Performance Rights and Restricted Share Rights will be granted shortly after the 2026 Annual General Meeting. In any event, the Performance Rights and Restricted Share Rights will be granted no later than 3 years after the 2026 Annual General Meeting.

Information required by Listing Rule 10.15

In accordance with Listing Rule 10.15, Shareholders are provided the following information:

Name of allottee	Mr Jacob Hanoch
Category of allottee	Director of the Company
The number and class of securities	722,891 Performance Rights (exercisable for 722,891 Shares, or such other number as otherwise determined in accordance with any adjustment required to be made under the Corporations Act or the Listing Rules).
	240,963 Restricted Share Rights (exercisable for 240,963 Shares, or such other number as otherwise determined in accordance with any adjustment required to be made under the Corporations Act or the Listing Rules).
Material terms of the securities and the scheme	Summaries of the material terms of the Performance Rights and the Restricted Share Rights and the scheme are included above and at Schedule 1 of this Explanatory Memorandum.
The price for each security	No amount is payable by the Managing Director & CEO for the grant of Performance Rights or Restricted Share Rights, nor in respect of any Shares allocated on exercise of vested Performance Rights or Restricted Share Rights.
Value that the Company attributes to the security that is being issued and its basis	The Performance Rights to be issued to the Managing Director & CEO are valued at $2,144,065.96 (based on the 5-day VWAP of the Company's Shares to the close of trading on 22 September 2026, being $3.32).
	The Restricted Share Rights to be issued to the Managing Director & CEO are valued at $8714,686.44 (based on the 5-day VWAP of the Company's Shares to the close of trading on 22 September 2026, being $3.32).
Details of the current remuneration package* ***Figures represent latest annual remuneration.**	• Base salary (including mandatory benefits): $800,000 • Short Term incentive: $197,494 • Share-based payments: $1,726,718 • Total salary and fees: $2,724,212
Voting exclusion statement	Refer to the Voting Exclusion Statement set out under Resolution 12.
Loan scheme	There is no loan scheme in relation to the grant of Performance Rights or Restricted Share Rights under the EIOP.

Previous awards under the EIOP		Number of securities granted	Average acquisition price (per security)
	FY2026 Restricted Share Rights	533,792	Nil
	FY2025 Performance Rights	750,000	Nil
	FY2024 Restricted Share Rights	350,000	Nil
	FY2024 Options	385,000	$4.88
	FY2023 Performance Rights	480,000	Nil
	FY2022 Options	960,000	$2.68
	FY2021 Options	1,200,000	$0.823
	FY2020 Options	900,000	$0.54
	FY2019 Performance Rights*	480,000*	Nil
	FY2019 Options*	400,000*	$0.438
	FY2018 Options*	1,120,000*	$0.438
Additional information	Details of any Performance Rights and Restricted Share Rights granted under the EIOP will be published in the Annual Report relating to the period in which they were granted, alongside a statement that approval for the grant was obtained under Listing Rule 10.14. Any additional persons covered by LR 10.14 who become entitled to participate in an issue of securities under the scheme after the resolution is approved and who were not named in the Notice will not participate until approval is obtained under that rule.		

** After 25:1 share consolidation (was 10,000,000 and 28,000,000 options for FY2019 and FY2018, respectively and 12,000,000 Performance* Rights for *FY2019)*

Board Recommendation and Voting Intention

The Board (with Jacob Hanoch abstaining) unanimously recommends that Shareholders vote in **FAVOUR** of each of Resolutions 5 and 6.

The Chairman of the Meeting intends to vote undirected proxies in **FAVOUR** of each Resolution.

<u>Resolutions 7 – 12:</u> Approval to Issue Restricted Share Rights to Non-Executive Directors of the Company

Resolutions 7 – 12 seek Shareholder approval for the granting of Restricted Share Rights to the Non-Executive Directors of the Company pursuant to the EIOP as follows:

- 60,240 Restricted Share Rights to Mr David (Dadi) Perlmutter (Resolution 7) with an aggregate value of $199,996.80;
- 45,180 Restricted Share Rights to Ms Anne Templeman-Jones (Resolution 8) with an aggregate value of $149,997.60;
- 30,120 Restricted Share Rights to Mr Ashley Krongold (Resolution 9) with an aggregate value of $99,998.40;
- 30,120 Restricted Share Rights to Dr Yoav Nissan-Cohen (Resolution 10) with an aggregate value of $99,998.40;
- 30,120 Restricted Share Rights to Dr S. Atiq Raza (Resolution 11) with an aggregate value of $99,998.40; and
- 30,120 Restricted Share Rights to Ms Naomi Simson OAM (Resolution 12) with an aggregate value of $99,998.40.

Background

The number of Restricted Share Rights to be granted to the Directors has been calculated based on the 5-day VWAP of the Company's Shares to the close of trading on 22 September 2026 (the last trading day prior to the Board's approval), being $3.32.

The value of the Restricted Share Rights to be granted to the Directors was determined based on an independent expert's review of the Company's remuneration framework and benchmark surveys, and as part of the overall remuneration packages of the Directors, and a remuneration philosophy approved by the Board that seeks to be globally competitive while having appropriate regard to ASX market practice.

In accordance with such considerations, and in addition to base NED and committee fees paid in cash, the Board determined that approximately $100,000 in value of Restricted Share Rights be granted to each Non-Executive Director, with an additional approximately $100,000 in value of Restricted Share Rights to be granted to Mr Perlmutter in recognition of his role as Chair and an additional approximately $50,000 in value of Restricted Share Rights to be granted Ms Templeman-Jones in recognition of her role as Deputy Chair. The cash plus equity elements of NED packages are aligned to our Global industry peer group as well as the ASX-listed size peer group, as defined in the Company's 2026 Remuneration Report.

The Company intends to grant Restricted Share Rights to attract and retain appropriately qualified Non-executive Directors over the long term by allowing them to build equity ownership and align their interests with those of Shareholders.

Why Shareholder approval is being sought

Listing Rule 10.14 states that a listed company must not permit a Director to acquire equity securities under an employee incentive scheme without Shareholder approval, by ordinary resolution. The purpose of Resolutions 7 to 12 is to seek Shareholder approval for the purposes of Listing Rule 10.14 (and for all other purposes) for the proposed grant of Restricted Share Rights under the EIOP to the Directors of the Company.

If approval is given under Listing Rule 10.14, approval is not required under Listing Rule 7.1.

Grant of Restricted Share Rights

Following approval by Shareholders, the Non-Executive Directors of the Company (or their respective nominees) will be granted Restricted Share Rights to acquire Shares.

Upon exercise, each Restricted Share Right entitles each Non-Executive Director (or their nominee) to one Share (or as otherwise determined by any adjustment required to be made under the Listing Rules) which will rank equally with all other Shares on issue.

Vesting Period and Vesting Conditions

The Restricted Share Rights will vest and become exercisable for Shares in tranches over the course of a four-year period, based on the achievement of the following time-based vesting conditions:

(a) 25% of the Restricted Share Rights will vest on 31 December 2026; and

(b) for a period of three years thereafter, 6.25% of the Restricted Share Rights will vest at the end of each quarter.

The vesting of the Restricted Share Rights is not subject to any performance hurdles. If any time-based vesting condition is not achieved, the relevant Restricted Share Rights will lapse.

The Company considers it is appropriate that securities granted to Non-Executive Directors pursuant to the EIOP should not be subject to performance hurdles. The Company has determined to grant Restricted Share Rights to Non-Executive Directors in order to offer a remuneration package which is competitive with Israel and the US (as countries in which a number of the Company's Non-Executive Directors are based).

Change of control

In the event of a change of control, the EIOP rules confer on the Board discretionary power to determine the way any or all of the Restricted Share Rights will be dealt with, including discretion to allow participants to benefit from the change of control event. If a change of control occurs prior to the expiration of the applicable vesting period, the Board currently intends to exercise its discretion so that all of the Restricted Share Rights which remain unvested at that time will vest and become exercisable immediately prior to the occurrence of the change of control.

Reorganisation

If at any time the capital of the Company is reorganised (including consolidation, subdivision, reduction or return), the terms attaching to the Restricted Share Rights may be adjusted in a manner consistent with the Corporations Act and the Listing Rules at the time of the reorganisation.

Voting Rights / Dividends

Restricted Share Rights do not entitle the holders to vote in respect of that equity instrument, nor participate in dividends, when declared, until such time as the Rights have vested and been exercised for Shares.

New Issues

Restricted Share Rights holders may only participate in new issues of securities to holders of Shares in the Company if their Rights have vested and been exercised for Shares before the record date for determining entitlements to the issue.

Restricted Share Rights are not transferable (except in limited circumstances or with the consent of the Board) and will not be quoted on the ASX.

Malus / clawback

The EIOP provides the Board with the ability to apply malus / clawback provisions and deem any unvested or vested but unexercised Restricted Share Rights of a participant as lapsed, or do such things as necessary to cancel any Shares issued on exercise of Restricted Share Rights, in certain circumstances including fraud, gross negligence or serious or wilful misconduct.

The key terms of the EIOP are described in Schedule 1.

Date on which the Restricted Share Rights will be granted

Subject to Shareholder approval, it is anticipated that the Restricted Share Rights will be granted to the Directors shortly after the 2026 Annual General Meeting. In any event, the Performance Rights and Restricted Share Rights will be granted no later than 3 years after the 2026 Annual General Meeting.

Information required by Listing Rule 10.15

In accordance with Listing Rule 10.15, Shareholders are provided the following information:

The name of the allottee	Mr David Perlmutter		
Category of allottee	Director of the Company		
The number and class of securities	60,240 Restricted Share Rights (exercisable for 60,240 Shares, or such other number as otherwise determined in accordance with any adjustment required to be made under the Corporations Act or the Listing Rules).		
Material terms of the securities and the scheme	A summary of the material terms of the Restricted Share Rights and the scheme are included above and at Schedule 1 of this Explanatory Memorandum.		
The price for each security	No amount is payable for the grant of Restricted Share Rights, nor in respect of any Shares allocated on exercise of vested Restricted Share Rights.		
Value that the Company attributes to the security that is being issued and its basis	$199,996.80 (based on the 5-day VWAP of the Company's Shares to the close of trading on 22 September 2026, being $3.32).		
Details of the current remuneration package* ***Figures represent latest annual remuneration.**	• Base salary and fees: $210,000 • Share-based payments: $467,870 • Total salary and fees: $677,870		
Voting exclusion statement	Refer to the Voting Exclusion Statement set out under Resolution 12.		
Loan scheme	There is no loan scheme in relation to the grant of Restricted Share Rights under the EIOP.		
Previous awards under the EIOP		Number of securities granted	Average acquisition price (per security)
	FY2026 Restricted Share Rights	71,168	Nil
	FY2024 Performance Rights	300,000	Nil
	FY2024 Options	215,000	$4.88
	FY2023 Performance Rights	400,000	Nil
	FY2022 Options	800,000	$2.68

	FY2021 Options	750,000	$0.823
	FY2020 Options	500,000	$0.74
	FY2019 Options*	800,000*	$0.8475
Additional information	Details of any Restricted Share Rights granted under the EIOP will be published in the Annual Report relating to the period in which they were granted, alongside a statement that approval for the grant was obtained under Listing Rule 10.14. Any additional persons covered by LR 10.14 who become entitled to participate in an issue of securities under the scheme after the Resolution is approved and who were not named in the Notice will not participate until approval is obtained under that rule.		

** After 25:1 share consolidation (was 20,000,000 for FY2019)*

The name of the allottee	Ms Anne Templeman-Jones		
Category of allottee	Director of the Company		
The number and class of securities	45,180 Restricted Share Rights (exercisable for 45,180 Shares, or such other number as otherwise determined in accordance with any adjustment required to be made under the Corporations Act or the Listing Rules).		
Material terms of the securities and the scheme	A summary of the material terms of the Restricted Share Rights and the scheme are included above and at Schedule 1 of this Explanatory Memorandum.		
The price for each security	No amount is payable for the grant of Restricted Share Rights, nor in respect of any Shares allocated on exercise of vested Restricted Share Rights.		
Value that the Company attributes to the security that is being issued and its basis	$149,997.60 (based on the 5-day VWAP of the Company's Shares to the close of trading on 22 September 2026, being $3.32).		
Details of the current remuneration package	• Base salary and fees: $175,000 • Share-based payments: $178,548 • Total salary and fees: $353,548		
Voting exclusion statement	Refer to the Voting Exclusion Statement set out under Resolution 12.		
Loan scheme	There is no loan scheme in relation to the grant of Restricted Share Rights under the EIOP.		
Previous awards under the EIOP	FY2026 Restricted Share Rights	113,872	Nil
Additional information	Details of any Restricted Share Rights granted under the EIOP will be published in the Annual Report relating to the period in which they were granted, alongside a statement that approval for the grant was obtained under Listing Rule 10.14. Any additional persons covered by LR 10.14 who become entitled to participate in an issue of securities under the scheme after the Resolution is approved and who were not named in the Notice will not participate until approval is obtained under that rule.		

The name of the allottee	Mr Ashley Krongold
Category of allottee	Director of the Company
The number and class of securities	30,120 Restricted Share Rights (exercisable for 30,120 Shares, or such other number as otherwise determined in accordance with any adjustment required to be made under the Corporations Act or the Listing Rules).
Material terms of the securities and the scheme	A summary of the material terms of the Restricted Share Rights and the scheme are included above and at Schedule 1 of this Explanatory Memorandum.
The price for each security	No amount is payable for the grant of Restricted Share Rights, nor in respect of any Shares allocated on exercise of vested Restricted Share Rights.
Value that the Company attributes to the security that is being issued and its basis	$99,998.40 (based on the 5-day VWAP of the Company's Shares to the close of trading on 22 September 2026, being $3.32).
Details of the current remuneration package* ***Figures represent latest annual remuneration.**	• Base salary and fees: $130,000 • Share-based payments: $116,107 • Total salary and fees: $246,107
Voting exclusion statement	Refer to the Voting Exclusion Statement set out under Resolution 12.
Loan scheme	There is no loan scheme in relation to the grant of Restricted Share Rights under the EIOP.
Previous awards under the EIOP	

	Number of securities granted	Average acquisition price (per security)
FY2026 Restricted Share Rights	35,584	Nil
FY2024 Performance Rights	90,000	Nil
FY2023 Performance Rights	60,000	Nil
FY2022 Options	80,000	$2.68
FY2021 Options	100,000	$0.823
FY2020 Options	100,000	$0.74
FY2018 Performance Rights*	280,000*	Nil

Additional information	Details of any Restricted Share Rights granted under the EIOP will be published in the Annual Report relating to the period in which they were granted, alongside a statement that approval for the grant was obtained under Listing Rule 10.14. Any additional persons covered by LR 10.14 who become entitled to participate in an issue of securities under the scheme after the Resolution is approved and who were not named in the Notice will not participate until approval is obtained under that rule.

** After 25:1 share consolidation (was 7,000,000 for FY2018)*

The name of the allottee	Dr Yoav Nissan-Cohen		
Category of allottee	Director of the Company		
The number and class of securities	30,120 Restricted Share Rights (exercisable for 30,120 Shares, or such other number as otherwise determined in accordance with any adjustment required to be made under the Corporations Act or the Listing Rules).		
Material terms of the securities and the scheme	A summary of the material terms of the Restricted Share Rights and the scheme are included above and at Schedule 1 of this Explanatory Memorandum.		
The price for each security	No amount is payable for the grant of Restricted Share Rights, nor in respect of any Shares allocated on exercise of vested Restricted Share Rights.		
Value that the Company attributes to the security that is being issued and its basis	$99,998.40 (based on the 5-day VWAP of the Company's Shares to the close of trading on 22 September 2026, being $3.32).		
Details of the current remuneration package* ***Figures represent latest annual remuneration.**	• Base salary and fees: $105,000 • Share-based payments: $171,757 • Total salary and fees: $276,757		
Voting exclusion statement	Refer to the Voting Exclusion Statement set out under Resolution 12.		
Loan scheme	There is no loan scheme in relation to the grant of Restricted Share Rights under the EIOP.		
Previous awards under the EIOP		Number of securities granted	Average acquisition price (per security)
	FY2026 Restricted Share Rights	35,584	Nil
	FY2024 Performance Rights	150,000	Nil
	FY2024 Options	43,000	$4.88
	FY2023 Performance Rights	80,000	Nil
	FY2022 Options	120,000	$2.68
	FY2021 Options	250,000	$0.823
	FY2020 Options	400,000	$0.54
	FY2019 Performance Rights *	256,000*	Nil
	FY2019 Options*	160,000*	$1.565
	FY2019 Options*	160,000*	$1.445
Additional information	Details of any Restricted Share Rights granted under the EIOP will be published in the Annual Report relating to the period in which they were granted, alongside a statement that approval for the grant was obtained under Listing Rule 10.14. Any additional persons covered by LR 10.14 who become entitled to participate in an issue of securities under the scheme after the Resolution is approved and who were not named in the Notice will not participate until approval is obtained under that rule.		

** After 25:1 share consolidation (was 6,400,000 Performance Rights and 8,000,000 options for FY2019)*

The name of the allottee	Dr S. Atiq Raza		
Category of allottee	Director of the Company		
The number and class of securities	30,120 Restricted Share Rights (exercisable for 30,120 Shares, or such other number as otherwise determined in accordance with any adjustment required to be made under the Corporations Act or the Listing Rules).		
Material terms of the securities and the scheme	A summary of the material terms of the Restricted Share Rights and the scheme are included above and at Schedule 1 of this Explanatory Memorandum.		
The price for each security	No amount is payable for the grant of Restricted Share Rights, nor in respect of any Shares allocated on exercise of vested Restricted Share Rights.		
Value that the Company attributes to the security that is being issued and its basis	$99,998.40 (based on the 5-day VWAP of the Company's Shares to the close of trading on 22 September 2026, being $3.32).		
Details of the current remuneration package* ***Figures represent latest annual remuneration.**	• Base salary and fees: $115,000 • Share-based payments: $116,107 • Total salary and fees: $231,107		
Voting exclusion statement	Refer to the Voting Exclusion Statement set out under Resolution 12.		
Loan scheme	There is no loan scheme in relation to the grant of Restricted Share Rights under the EIOP.		
Previous awards under the EIOP		Number of securities granted	Average acquisition price (per security)
	FY2026 Restricted Share Rights	35,584	Nil
	FY2024 Performance Rights	90,000	Nil
	FY2023 Performance Rights	60,000	Nil
	FY2022 Options	80,000	$2.68
	FY2021 Options	100,000	$0.823
	FY2020 Options	160,000	$0.4468
	FY2020 Performance Rights	128,000	Nil
	FY2020 Options	100,000	$0.74
Additional information	Details of any Restricted Share Rights granted under the EIOP will be published in the Annual Report relating to the period in which they were granted, alongside a statement that approval for the grant was obtained under Listing Rule 10.14. Any additional persons covered by LR 10.14 who become entitled to participate in an issue of securities under the scheme after the Resolution is approved and who were not named in the Notice will not participate until approval is obtained under that rule.		

The name of the allottee	Ms Naomi Simson OAM		
Category of allottee	Director of the Company		
The maximum number of securities	30,120 Restricted Share Rights (exercisable for 30,120 Shares, or such other number as otherwise determined in accordance with any adjustment required to be made under the Corporations Act or the Listing Rules).		
Material terms of the securities and the scheme	A summary of the material terms of the Restricted Share Rights and the scheme are included above and at Schedule 1 of this Explanatory Memorandum.		
The price for each security	No amount is payable for the grant of Restricted Share Rights, nor in respect of any Shares allocated on exercise of vested Restricted Share Rights.		
Value that the Company attributes to the security that is being issued and its basis	$99,998.40 (based on the 5-day VWAP of the Company's Shares to the close of trading on 22 September 2026, being $3.32).		
Details of the current remuneration package ***Figures represent latest annual remuneration**	• Base salary and fees: $115,000 • Share based payments: $102,348 • Total salary and fees: $217,348		
Voting exclusion statement	Refer to the Voting Exclusion Statement set out under Resolution 12.		
Loan scheme	There is no loan scheme in relation to the grant of Restricted Share Rights under the EIOP.		
Previous awards under the EIOP		Number of securities granted	Average acquisition price (per security)
	FY2026 Restricted Share Rights	35,584	Nil
	FY2024 Performance Rights	90,000	Nil
Additional information	Details of any Restricted Share Rights granted under the EIOP will be published in the Annual Report relating to the period in which they were granted, alongside a statement that approval for the grant was obtained under Listing Rule 10.14. Any additional persons covered by LR 10.14 who become entitled to participate in an issue of securities under the scheme after the Resolution is approved and who were not named in the Notice will not participate until approval is obtained under that rule.		

Board Recommendation and Voting Intention

The Board (with each Director abstaining in relation to their proposed Resolution) unanimously recommends that Shareholders vote in **FAVOUR** of each of Resolutions 7 to 12.

The Chairman of the Meeting intends to vote undirected proxies in **FAVOUR** of each Resolution.

<u>Resolution 13</u>: Increase in Aggregate Non-executive Director Remuneration Pool

The Company seeks Shareholder approval to increase the maximum aggregate fees payable to Non-executive Directors by A$350,000 per annum from A$1,000,000 per annum to A$1,350,000 per annum, effective 1 July 2026. Shareholder approval is sought under clause 14.7 of the Constitution and Listing Rule 10.17.

Clause 14.7 of the Constitution provides that the total aggregate fixed sum per annum to be paid to the Non-Executive Directors from time to time must not exceed the sum determined by the Shareholders in general meeting.

Listing Rule 10.17 prohibits a Company increasing the amount of fees it pays to its Non-Executive Directors unless the increase is approved by shareholders.

The Constitution allows the Directors to divide the total aggregate amount between themselves in such manner and proportion as they may from time to time determine.

For the purposes of Listing Rule 10.17, the "total amount of directors' fees payable" includes superannuation contributions made for the benefit of Non-executive Directors and any fees which a Non-executive Director agrees to sacrifice on a pre-tax basis.

The current total remuneration for all Non-executive Directors was approved by Shareholders at the 2023 Annual General Meeting. Approval is sought pursuant to Clause 14.7 of the Constitution and Listing Rule 10.17, to increase the maximum aggregate amount of fees payable to Non-executive Directors by $350,000 per annum, effective 1 July 2026.

In determining the proposed increase in aggregate fees to Non-executive Directors, the following matters were considered:

(a) to have flexibility to make additional appointments to the Board having regard to the increased size and stage of development of the Company;

(b) to ensure the Company maintains the ability to remunerate, attract and retain Non-executive Directors of high-calibre;

(c) to allow for growth in Non-Executive Directors' remuneration in the future to reflect market competitiveness for Non-executive Directors with the skills, expertise, and experience appropriate for the Company's business; and

(d) the continued growth of the Company and resulting increased required commitment from Non-Executive Directors on the Board and its Committees may require adjustments to remuneration that reflect the growth and are comparative with peer companies.

It is imperative that the Company remains able in the future to attract and retain Non-executive Directors with the appropriate experience, expertise, skills, and diversity to oversee the Company's business and strategic direction. An increased maximum Non-executive Director fees cap will assist to achieve this and will also provide the Company with sufficient flexibility to make appropriate appointments to the Board if suitable candidates are identified.

Shareholders should also note that, if the proposed new maximum Non-executive Director fees cap is approved, it will not necessarily represent the full sum paid to Non-executive Directors each financial year. The Company will in future continue to set the actual level of remuneration of its Non-Executive Directors within the maximum fees cap, having regard to independent external advice, market practice, Board performance and other appropriate factors.

If Shareholders do not approve this Resolution, the maximum Non-Executive Director fees cap will not be increased and the existing cap of $1,000,000 will remain in effect.

The remuneration of each Non-Executive Director for the financial year ended 30 June 2026 is detailed in the Annual Report.

The following information is provided in accordance with Listing Rule 10.17:

(a) the amount of the proposed increase is by $350,000 to a maximum aggregate of $1,350,000, effective 1 July 2026; and

(b) the securities issued to each Non-Executive Director under Listing Rule 10.11 or 10.14 in the last three (3) years are set out below.

Director	Date of Issue	Number of securities
Mr David Perlmutter	24 December 2025	71,168 Restricted Share Rights
	20 December 2023	300,000 Performance Rights
	20 December 2023	215,000 Options
Ms Anne Templeman-Jones	24 December 2025	113,872 Restricted Share Rights
Mr Ashley Krongold	24 December 2025	35,584 Restricted Share Rights
	20 December 2023	90,000 Performance Rights
Dr Yoav Nissan-Cohen	24 December 2025	35,584 Restricted Share Rights
	20 December 2023	150,000 Performance Rights
	20 December 2023	43,000 Options
Dr S. Atiq Raza	24 December 2025	35,584 Restricted Share Rights
	20 December 2023	90,000 Performance Rights
Ms Naomi Simson OAM	24 December 2025	35,584 Restricted Share Rights
	20 December 2023	90,000 Performance Rights

Board Recommendation and Voting Intention

Noting that each Director has a personal interest in their own remuneration as set out in Resolution 13, the Board recommends that all Shareholders vote in **FAVOUR** of this Resolution.

The Chairman of the Meeting intends to vote undirected proxies in **FAVOUR** of this Resolution.

Resolution 14: Ratification of Issue of Shares pursuant to Placement

The Company is seeking shareholder approval pursuant to Listing Rule 7.4 to ratify the issue of 21,481,481 fully paid ordinary shares in the Company (**Placement Shares**) on 7 April 2026 at an issue price of $4.05 per Share on the terms as announced on 26 March 2026.

The Shares were issued without shareholder approval out of the Company's 15% placement capacity pursuant to Listing Rule 7.1.

Listing Rules

Listing Rule 7.1 allows the Company to issue new securities up to 15% of the existing capital of the Company in any 12-month period without the prior approval of Shareholders, excluding any issues to which one of the exceptions in Listing Rule 7.2 applies.

Under Listing Rule 7.4, an issue of securities will be treated as having been made with the approval of shareholders for the purposes of Listing Rule 7.1 if the issue did not breach Listing Rule 7.1 at the time and shareholders subsequently approve it. The issue of the Placement Shares was within the Company's Listing Rule 7.1 placement capacity and the Company now seeks ratification from Shareholders for the issue pursuant to Listing Rule 7.4 so as to refresh its capacity to make further issues (if required) without shareholder approval under Listing Rule 7.1.

Consequences of the Resolution

If this Resolution is approved, the prior issue of 21,481,481 Placement Shares may be treated by the Company as having been made with Shareholder approval under Listing Rule 7.1. The Company will therefore have the flexibility, if required, to issue additional equity securities without the Placement Shares counting towards the 15% threshold for the purposes of Listing Rule 7.1.

If this Resolution is not approved, the prior issue of 21,481,481 Placement Shares will not be treated by the Company as having been made with Shareholder approval under Listing Rule 7.1. The Company will therefore have the Placement Shares as counting towards the 15% threshold for the purposes of Listing Rule 7.1. This will limit the Company's placement capacity under Listing Rule 7.1.

Listing Rule 7.5 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to Listing Rule 7.4:

(a) the Placement Shares were issued to sophisticated and institutional investors, who are not related parties, identified by the book build conducted by the lead manager;

(b) the number and class of securities issued was 21,481,481 fully paid ordinary shares in the Company;

(c) the Placement Shares were issued on 7 April 2026;

(d) the Placement Shares were issued at a price of $4.05 per Share; and

(e) the funds raised from the issue of the Placement Shares were used to accelerate the scale-up & commercialisation of ReRAM technology, accelerate the development & delivery of artificial intelligence offering and for general corporate purposes.

Board Recommendation and Voting Intention

The Board unanimously recommends that Shareholders vote in **FAVOUR** of Resolution 14.

The Chairman of the Meeting intends to vote undirected proxies in **FAVOUR** of this Resolution.

Resolution 15: Conditional Board Spill resolution

This is a conditional item of business. In accordance with the Corporations Act, Resolution 15 (a "spill resolution") will only be put to the AGM if the Company receives a "second strike" on its 2026 Remuneration Report with at least 25% of the votes validly cast on Resolution 1 being cast against that resolution. If less than 25% of the votes validly cast on Resolution 1 are against the resolution, Resolution 15 will not be put to the AGM.

If put, the spill resolution will be considered as an ordinary resolution. For the spill resolution to be passed at the Meeting, more than 50% of the votes validly cast on the resolution must be in favour of it.

If the spill resolution is passed and becomes effective, an extraordinary general meeting of the Company (the Spill Meeting) must be held within 90 days of the date of the AGM in order to consider the composition of the Board. At the Spill Meeting, all the Directors (other than the Managing Director) who were Directors of the Company when the resolution to approve the Directors' Report for the financial year ended 30 June 2026 was passed, and who remain in office at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting unless they stand for re-election and are re-elected at the Spill Meeting. The Directors who were in office when the Board resolution to approve the 2026 Directors' Report was passed are: Mr David (Dadi) Perlmutter (Independent Non-Executive Chair), Ms Anne Templeman-Jones (Independent Non-Executive Deputy Chair), Mr Ashley Krongold (Independent Non-Executive Director), Dr Yoav Nissan-Cohen (Non-Executive Director), Dr S. Atiq Raza (Independent Non-Executive Director), and Ms Naomi Simson OAM (Independent Non-Executive Director). Even if Ms Naomi Simson OAM and Dr Yoav Nissan-Cohen are re-elected at this AGM, they will need to be re-elected at the Spill Meeting in order to remain in office. If any additional directors were to be appointed before the Spill Meeting, they would not need to stand for election at the Spill Meeting.

When considering this item of business, the Directors suggest that Shareholders consider:

- the Company's response to the 'first strike' received at the 2025 AGM, as set out in the Remuneration Report, including the Board's consideration of feedback from Shareholders and proxy advisers and engagement of an independent remuneration advisory firm, Korn Ferry, to conduct an independent review of the Company's remuneration framework;
- the additional time, cost and management focus that will be required if the Company is required to convene and hold a Spill Meeting;
- the potential disruption to the Board of a Spill Meeting and the impact this may have on the Company;

- the current Board has the skills and experience required to provide effective oversight of the Company; and
- there is no assurance that any or all of the Directors would stand for re-election at the Spill Meeting.

Board Recommendation

Having regard to the matters set out above, the Board does not consider the proposed resolution to be in the best interests of the Company or its shareholders. The Board recommends that shareholders vote AGAINST this Resolution.

Board Recommendation and Voting Intention

The Board recommends that Shareholders vote **AGAINST** Resolution 15.

The Chairman of the Meeting intends to vote undirected proxies **AGAINST** this Resolution.

Glossary

In this Explanatory Memorandum, and the Notice of Meeting:

$ means Australian dollars unless otherwise stated.

AEDT means Australian Eastern Daylight Time.

Annual Report means the Company's annual financial report, including the directors' report and auditor's report for the year ended 30 June 2026.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Board means the board of Directors of the Company.

Chairman or **Chair** means the chairman of the Meeting.

Company means Weebit Nano Limited (ACN 146 455 576).

Constitution means the constitution of the Company.

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

Director means a director of the Company.

EIOP means the Company's Equity Incentive Option Plan, the material terms of which are summarised in Schedule 1 of this Notice.

Explanatory Memorandum means this explanatory memorandum which forms part of the notice of Meeting.

KMP Member means a member of Key Management Personnel which has 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 Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Listing Rules means the listing rules of ASX Limited.

Meeting means the Annual General Meeting of the Company the subject of this notice of Meeting scheduled to occur on 23 November 2026.

Notice means this Notice of Annual General Meeting.

Performance Right means a right to receive one Share in the future subject to meeting specified vesting conditions, including performance hurdles.

Placement means the placement of a total of 21,481,481 Shares undertaken by the Company as announced on 26 March 2026 and completed on 27 March 2026 (including the Israeli placement).

Plan Option means an option granted pursuant to the plan rules to subscribe for a Share upon and subject to the terms of the plan rules and the terms of any applicable offer.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the Remuneration Report of the Company, set out in the Directors' Report section of the Annual Report.

Resolution means a resolution contained in the Notice.

Restricted Share Right means a right to receive one Share in the future subject to meeting specified vesting conditions.

Shareholder means a holder of a Share.

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

VWAP means volume-weighted average price.

SCHEDULE 1 – SUMMARY OF EIOP

The material terms and conditions of the EIOP are as follows:

(a) **Eligibility and Grant of Plan Options**: The Board may grant Plan Options to any full or part time employee or Director of the Company or an associated body corporate or a casual employee or contractor of the Company to the extent permitted by the ASIC Class Order (**Eligible Participant**).

(b) **Consideration**: Each Plan Option issued under the Plan will be issued for no more than nominal cash consideration.

(c) **Vesting**: each Option, once vested, will give the relevant participant the right to exercise the Option and to receive an Ordinary Share in the Company. In certain circumstances, the Board may decide to waive any of the vesting conditions applicable to the Options.

(d) **Conversion**: Shares issued on exercise of the Options will rank equally in all respect with the ordinary shares in the Company.

(e) **Exercise**: vested Options may be exercised by paying the exercise price (if any) for the Option. As an alternative to paying the exercise price, the Board may permit a participant to exercise their Options through a cashless exercise mechanism, which sets off the exercise price against Options of equivalent value held by the participant.

(f) **Cashless Exercise Facility**:

(i) subject to Board approval, a participant may elect to pay the Option exercise price by using the cashless exercise facility (**Cashless Exercise Facility**).

(ii) If a participant elects to use the Cashless Exercise Facility, and its use is approved by the Board, subject to paragraph (f)(iii) below, the participant will be issued or transferred that number of Shares (rounded down to the nearest whole number) equal to:

A. the aggregate total market value (as determined on the date the Options the subject of the Cashless Exercise Facility are exercised) of the Shares that would otherwise be issued on exercise of the Options had all such Options been exercised for a cash Option exercise price;

B. less the aggregate total Option exercise price otherwise payable in respect of the vested Options exercised; and

C. divided by the market value of a Share as determined on the date the Options the subject of the Cashless Exercise Facility are exercised.

(iii) if the exercise price otherwise payable in respect of the Options being exercised is the same or higher than the market value of Shares at the time of exercise, then a participant will not be entitled to use the Cashless Exercise Facility.

(g) **Exercise restrictions**: The Plan Options granted under the Plan may be subject to conditions on exercise as may be fixed by the Directors prior to grant of the Plan Options (**Exercise Conditions**). Any restrictions imposed by the Directors must be set out in the offer for the Plan Options.

(h) **Renounceability**: Eligible Participants may renounce their offer in favour of a nominee (the Eligible Participants and their nominees are each Participants). The Board may, in its discretion, resolve not to allow a renunciation of an offer in favour of a nominee.

(i) **Lapsing of Plan Options**: Subject to the terms of the offer made to a Participant, an unexercised Plan Option will lapse upon the earlier to occur of:

(i) an unauthorised dealing in, or hedging of, the Option occurring;

(ii) in respect of unvested Options only, a relevant person ceases to be an Eligible Participant, unless the Board exercises its discretion to vest the Option or resolves to allow the unvested Options to remain unvested;

(iii) in respect of vested Options only, the Option granted to a relevant person is not exercised within six (6) months after that relevant person ceases to be an Eligible Participant;

(iv) the Company undergoes a change of control or a winding up resolution and the Plan Option does not vest in accordance with Rule 7.2 (Vesting Condition Exceptions);

(v) if any Exercise Condition is unable to be met; or

(vi) the expiry date has passed.

(j) **Share restriction period**: Shares issued on the exercise of Plan Options may be subject to a restriction that they may not be transferred or otherwise dealt with until a restriction period has expired, as specified in the offer for the Plan Options.

(k) **Disposal of Options**: Plan Options will not be transferable and will not be quoted on the ASX, unless the offer provides otherwise or the Board in its absolute discretion approves.

(l) **Participation**: There are no participating rights or entitlements inherent in the Plan Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Plan Options.

(m) **Reorganisation**: If at any time the capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a Participant are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reorganisation.

(n) **Limitations on offers**: The total Plan Options issued pursuant to the EIOP and in reliance on the ASIC Class Order (or an ASIC exempt arrangement of a similar kind) at any time during the previous 3-year period must not exceed 5% of the total issued capital of the Company at the date of the relevant offer.

Notwithstanding any other provisions of the plan, every covenant or other provisions set out in an exemption or modification granted from time to time by ASIC in respect of the plan pursuant to its power to exempt and modify the Corporations Act and required to be included in the plan in order for that exemption or modification to have full effect, is deemed to be contained in the plan.

SCHEDULE 2 – NOMINATION OF AUDITOR UNDER SECTION 328B OF THE CORPORATIONS ACT

8 October 2026

Board of Directors
Weebit Nano Ltd
Suite 2, Level 11, 385 Bourke Street
Melbourne VIC 3000

Dear Sirs/Madam

WEEBIT NANO LTD - NOTICE OF NOMINATION OF NEW AUDITOR IN ACCORDANCE WITH SECTION 328B OF THE CORPORATIONS ACT 2001

I, the undersigned, being a shareholder of Weebit Nano Ltd (Company), understand that the current auditor of the Company has tendered a notice of resignation to the Australian Securities and Investments Commission (ASIC) in accordance with section 329 of the Corporations Act 2001, with the resignation to take place at the next shareholders' meeting, subject to the approval of ASIC. Consequently, I hereby give written notice pursuant to section 328B of the Corporations Act 2001, of the nomination of Ernst & Young for appointment as auditor of the Company at the forthcoming shareholders' meeting.

Sincerely,

Anne Templeman

Anne Templeman

Weebitnano
THE NEXT NVM IS HERE

ABN 15 146 455 576

Need assistance?

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

Online:
www.investorcentre.com/contact

WBT
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Weebit Nano Ltd Annual General Meeting

The Weebit Nano Ltd Annual General Meeting will be held on Monday, 23 November 2026 at 3:00pm (AEDT). You are encouraged to participate in the meeting using the following options:

MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:

Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 3:00pm (AEDT) on Saturday, 21 November 2026.

ATTENDING THE MEETING VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit: https://meetnow.global/M2KXYLG

For instructions refer to the online user guide www.computershare.com.au/virtualmeetingguide

ATTENDING THE MEETING IN PERSON

The meeting will be held at:
Mallesons, Level 61, Governor Philip Tower, 1 Farrer Place, Sydney, NSW 2000

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

Weebitnano
THE NEXT NVM IS HERE

ABN 15 146 455 576

Need assistance?

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

Online:
www.investorcentre.com/contact

YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **3:00pm (AEDT) on Saturday, 21 November 2026.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative
If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 189165

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

SAMPLE ONLY

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with '**X**') should advise your broker of any changes.

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Weebit Nano Ltd hereby appoint

☐ **the Chairman of the Meeting** **OR** ☐

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Weebit Nano Ltd to be held at Mallesons, Level 61, Governor Philip Tower, 1 Farrer Place, Sydney, NSW 2000 and as a virtual meeting on Monday, 23 November 2026 at 3:00pm (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 5-13 and 15 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 5-13 and 15 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

The Chairman of the Meeting intends to vote undirected proxies in favour of each Item of business with the exception of Resolution 15 where the Chairman of the Meeting intends to vote against.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 5-13 and 15 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		Board Recommendation	For	Against	Abstain
1	Adoption of Remuneration Report	FOR	☐	☐	☐
2	Appointment of Auditor	FOR	☐	☐	☐
3	Re-election of Ms Naomi Simson OAM as a Director	FOR	☐	☐	☐
4	Re-election of Dr Yoav Nissan-Cohen as a Director	FOR	☐	☐	☐
5	Approval of Issue of Performance Rights to Mr Jacob Hanoch	FOR	☐	☐	☐
6	Approval of Issue of Restricted Share Rights to Mr Jacob Hanoch	FOR	☐	☐	☐
7	Approval of Issue of Restricted Share Rights to Mr David (Dadi) Perlmutter	FOR	☐	☐	☐
8	Approval of Issue of Restricted Share Rights to Ms Anne Templeman-Jones	FOR	☐	☐	☐
9	Approval of Issue of Restricted Share Rights to Mr Ashley Krongold	FOR	☐	☐	☐
10	Approval of Issue of Restricted Share Rights to Dr Yoav Nissan-Cohen	FOR	☐	☐	☐
11	Approval of Issue of Restricted Share Rights to Dr S. Atiq Raza	FOR	☐	☐	☐
12	Approval of Issue of Restricted Share Rights to Ms Naomi Simson OAM	FOR	☐	☐	☐
13	Increase in Aggregate Non-Executive Director Remuneration Pool	FOR	☐	☐	☐
14	Ratification of Issue of Shares pursuant to Placement	FOR	☐	☐	☐
15	Conditional Board Spill Meeting Resolution	AGAINST	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business with the exception of Resolution 15 where the Chairman of the Meeting intends to vote against. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1	Securityholder 2	Securityholder 3	
			/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

Update your communication details *(Optional)*

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

Mobile Number	Email Address

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SAMPLE ONLY