



ASX ANNOUNCEMENT

Notice of Annual General Meeting

26 October 2026

Wrkr Ltd (ASX: WRK) (**Company**) gives notice that the Annual General Meeting of Shareholders of the Company will be held at the following time and place:

Date: Thursday, 26 November 2026

Time: 11:00am (AEDT)

Venue: Suite 10.01, Level 10, 151 Castlereagh Street, Sydney, NSW 2000

A copy of the Notice of Annual General Meeting accompanies this announcement and is also available on the Company's Investor Hub website at <https://investorhub.wrkr.com.au/>.

The Notice of Annual General Meeting sets out the business to be considered at the meeting, together with information on how to participate and vote.

Shareholders are encouraged to monitor the Company's website and ASX announcements for any updates regarding the conduct of the meeting.

Shareholders who are unable to attend the meeting are encouraged to lodge a proxy form as early as possible. Instructions for lodgement of proxies are contained in the Notice of Annual General Meeting. Proxy forms must be received by 11.00am (AEDT) on Tuesday, 24 November 2026.

Shareholders who are unable to access the Notice of Annual General Meeting online, or who have questions regarding the submission of a proxy, should contact the Company's share registry, Boardroom Pty Ltd, on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia).

This announcement has been authorised for release by the Board of Directors of Wrkr Ltd.

For further information, please contact:

Trent Lund
Chief Executive Officer
T: +61 404 570 000
E: trent.lund@wrkr.com.au



NOTICE OF ANNUAL GENERAL MEETING

WRKR LTD

ACN 611 202 414

11:00am (AEDT)

Thursday, 26 November 2026

To be held at Wrkr Ltd, Suite 10.01, Level 10, 151 Castlereagh Street, Sydney, NSW 2000

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7:00pm (AEDT) on Tuesday, 24 November 2026.

<https://www.wrkr.com.au/>

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PARTICIPATION INFORMATION

VENUE

The Annual General Meeting of the Shareholders of Wrkr Ltd (**Company**) ACN 611 202 414 to which this Notice of Annual General Meeting relates will be held Suite 10.01, Level 10, 151 Castlereagh Street, Sydney, NSW 2000 at 11:00am (AEDT) on Thursday, 26 November 2026.

Any Shareholders who wish to attend the Meeting should monitor the Company's website and its ASX announcements for any updates about the Meeting. If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the meeting, the Company will make further information available through the ASX website (ASX: WRK) and on the Company's website/Investor Hub website.

OPPORTUNITY TO ASK QUESTIONS

The Annual General Meeting is an opportunity to ask questions of the Board and management on the items of business before the Meeting and the management of the Company or questions of the auditor on the conduct of the audit and the auditor's report.

Shareholders are encouraged to direct questions to the Company or auditor at cosec@source.com.au so that they are received no later than 5:00pm (AEDT) on Thursday, 19 November 2026. Please use the email subject "Wrkr AGM Question". Questions may also be asked in person during the Meeting.

YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding and your vote is important.

The Company intends to conduct a poll on the Resolutions set out in the Notice.

VOTING IN PERSON AND BY PROXY

To vote in person, attend the Meeting on the date and at the place set out above.

You have the right to appoint a proxy of your choice. The proxy need not be a Shareholder. If you are entitled to vote two or more votes you may appoint two proxies and may specify the proportion

or number of votes each proxy is appointed to exercise. If you appoint two proxies and the appointment does not specify the proportion or number of your votes, then each proxy may exercise half of the votes.

Completed Proxy Forms may be lodged as follows:

Online:

Step 1: Visit <https://www.votingonline.com.au/wrkagm2026>

Step 2: Enter your Postcode (if within Australia) OR Country of Residence (if outside Australia)

Step 3: Enter your Voting Access Code (VAC) – as contained in attached Proxy Form

Step 4: Follow the prompts to vote on each Resolution.

By Mail to: Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

In Person: Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000 Australia

By fax: +61 2 9290 9655

Your proxy must be received by 11:00am (AEDT) on Tuesday 24 November 2026.

Proxy Forms and appointments received later than the above time will be invalid.

GENERAL INFORMATION ON PROXY VOTING

It is the intention of the Chair to vote eligible undirected proxies in favour of all Resolutions.

In respect of Resolutions 1, 3, 4, 5 and 6, the Proxy Form contains an express authorisation for the Chair to exercise undirected proxies even though these Resolutions are connected directly or indirectly with the remuneration of a member of key management personnel.

Those Shareholders appointing a proxy who do not want the Chair to cast their vote in favour of a Resolution should:

- (a) appoint the Chair as proxy with a direction to cast votes in the manner directed; or
- (b) appoint a person other than the Chair as proxy with or without a direction to cast votes 'for', 'against' or to 'abstain' from voting on the Resolution (as the Shareholder considers appropriate).

JOINT HOLDERS

If more than one joint holder of shares is present at the Meeting (whether personally, by proxy or an by attorney or corporate representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

CORPORATE REPRESENTATIVES

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with section 250D of the Corporations Act authorising him or her to act as that company's representative. The authority must be sent to the Company and/or registry at least 24 hours in advance of the Meeting.

Dear Shareholder,

2026 Annual General Meeting of Wrkr Ltd

On behalf of the Directors of Wrkr Ltd (**Wrkr**), I am pleased to invite you to attend Wrkr's 2026 Annual General Meeting (**Meeting**) which will be held in person at our offices located at Suite 10.01, Level 10, 151 Castlereagh Street, Sydney, NSW 2000 at 11:00am (AEDT) on Thursday, 26 November 2026

Accessing Meeting Documents

Wrkr's Notice of Meeting which sets out the details of the resolutions being put to the Meeting, important voting information and an Explanatory Memorandum can be found online on ASX at: <https://www.asx.com.au/markets/company/WRK> and on the Company's Investor Hub at <https://investorhub.wrkr.com.au/>.

Printed copies of the Notice of Meeting or Proxy Form will only be sent to Shareholders who elected to receive them in hard copy by the relevant date.

Electronic Communications

We encourage all shareholders to switch to electronic communications by providing an email address at <https://www.investorserve.com.au/>. This enables the fastest possible flow of information to you in the most secure, sustainable and cost-effective manner possible.

We look forward to your attendance and participation at the Meeting.

Yours sincerely,

A handwritten signature in black ink, appearing to be 'Emma Dobson', written in a cursive style.

Emma Dobson
Non-Executive Chair
Wrkr Ltd

Wrkr Ltd
ACN 611 202 414

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Wrkr Ltd (**Company**) will be held in person at Wrkr's offices located at Suite 10, Level 10, 151 Castlereagh Street, Sydney, NSW 2000 at 11:00am (AEDT) on Thursday, 26 November 2026 (**Meeting or Annual General Meeting**).

This Notice of Annual General Meeting (**Notice**) is an important document and should be read in its entirety. The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Annual General Meeting. The Proxy Form and Explanatory Memorandum form part of this Notice.

Capitalised terms are defined in Schedule 1 of this Notice.

BUSINESS OF THE MEETING

- A. Address by the Chair**
- B. Address by the Chief Executive Officer**
- C. Receive the 2026 Annual Report**

To consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2026, which includes the Financial Report, the Directors' Report and the Auditor's Report.

Note: No vote is required on this item of business.

- D. Ordinary and Special Resolutions**

Resolution 1: Remuneration Report

To consider and, if thought fit, pass the following resolution as an **advisory** resolution in accordance with section 250R(2) of the *Corporations Act 2001* (Cth):

"That, the Company adopt the Remuneration Report for the year ended 30 June 2026 in accordance with section 250R(2) of the Corporations Act 2001 (Cth)."

Voting exclusion

As required by the Corporations Act, the Company will in accordance with section 250R, disregard any votes cast on Resolution 1 by or on behalf of a member of the key management personnel for the Company details of whose remuneration are included in the remuneration

report, or a closely related party of any such a member. However, the Company need not disregard such a vote if the vote is not cast on behalf of such a person and is cast:

- (a) as a proxy by writing that specifies how the person is to vote on the Resolution; or
- (b) by the chair of the meeting as a proxy, and the appointment does not specify the way the proxy is to vote and expressly authorises the chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company.

The term "closely related party" in relation to a member of the key management personnel includes a spouse, child, dependent and certain other close family members as well as any companies controlled by the member.

Resolution 2: Re-election of Mr Paul Collins as Director

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

"That, Mr Paul Collins, who retires at the conclusion of the Meeting in accordance with ASX Listing Rule 14.4 and Rule 13.3 of the Constitution, and being eligible, be re-elected as a Director of the Company."

Voting exclusion

There are no voting exclusions on this resolution.

Resolution 3: Renewal of the Employee Securities Incentive Plan

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

"That, pursuant to ASX Listing Rule 7.2, Exception 13, and for all other purposes, Shareholders approve the renewal of the Company's Employee Securities Incentive Plan (previously approved by Shareholders at the 2023 Annual General Meeting), on the terms set out in the Explanatory Memorandum."

Voting exclusion

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 3 by or on behalf of any person who is eligible to participate in the Employee Securities Incentive Plan, or by an associate of any such person. However, this does not apply to a vote cast in favour of Resolution 3 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the 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) the 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 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.*

As required by section 250BD of the Corporations Act, no member of the Company's key management personnel or a closely related party of any such member may vote as proxy on Resolution 3 unless the person votes as proxy appointed by writing that specifies how the person is to vote on Resolution 3, or is the chair of the meeting voting as a proxy appointed by writing that expressly authorises the chair to vote on Resolution 3 even though that resolution is connected with the remuneration of a member of the Company's key management personnel.

Resolution 4: Approval of Potential Termination Benefits under the Employee Securities Incentive Plan

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

"That, for a period commencing from the date this Resolution is passed and ending on the third anniversary of that date, approval be given for all purposes, including Part 2D.2 of the Corporations Act 2001 (Cth), for the giving of benefits to any current or future person holding a managerial or executive office of the Company or a related body corporate in connection with that person ceasing to hold such office, in relation to equity-based incentives issued under the Company's Omnibus Equity Plan, on the terms set out in the Explanatory Memorandum."

Voting exclusion

As required by the Corporations Act, no votes on Resolution 4 may be cast (in any capacity) by or on behalf of any person who may be entitled to receive a benefit in connection with that person's retirement from office or position of employment, the subject of Resolution 4, or an associate of such a person, except where there is a permitted proxy vote. A vote is a permitted proxy vote where it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution, and is not cast on behalf of the retiree or an associate of the retiree.

As required by section 250BD of the Corporations Act, no member of the Company's key management personnel or a closely related party of any such member may vote as proxy on Resolution 4 unless the person votes as proxy appointed by writing that specifies how the person is to vote on Resolution 4, or is the chair of the meeting voting as a proxy appointed by writing that expressly authorises the chair to vote on Resolution 4 even though that resolution is connected with the remuneration of a member of the Company's key management personnel.

Resolution 5: Approval to issue Performance Rights to Managing Director and Chief Executive Officer, Mr Trent Lund

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

“That, pursuant to ASX Listing Rule 10.14, and for all other purposes, the Shareholders of the Company approve the grant of up to 10,000,000 Performance Rights to Mr Trent Lund, Managing Director and Chief Executive Officer (or his nominee), under the Company’s Employee Securities Incentive Plan, on the terms outlined in the Explanatory Memorandum.”

Voting exclusion

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 5 by or on behalf of Mr Trent Lund or any other person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Company’s Employee Securities Incentive Plan, or an associate of any such person. However, this does not apply to a vote cast in favour of Resolution 5 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the 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) the 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 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.

As required by section 250BD of the Corporations Act, no member of the Company’s key management personnel or a closely related party of any such member may vote as proxy on Resolution 5 unless the person votes as proxy appointed by writing that specifies how the person is to vote on Resolution 5, or is the chair of the meeting voting as a proxy appointed by writing that expressly authorises the chair to vote on Resolution 5 even though that resolution is connected with the remuneration of a member of the Company’s key management personnel.

Resolution 6: Ratification of prior issue of Placement Shares

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

“That, pursuant to ASX Listing Rule 7.4, and for all other purposes, the Shareholders of the Company ratify the prior issue of 133,300,000 Placement Shares as detailed in the Explanatory Statement.”

Voting exclusion

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of Resolution 6 by or on behalf of a person who participated in the issue or an associate of that person. However, this does not apply to a vote cast in favour of Resolution 6 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the 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) the 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 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.

BY ORDER OF THE BOARD

DPetravicius

Daniel Petravicius

Company Secretary

26 October 2026

Wrkr Ltd
ACN 611 202 414
Explanatory Statement

1. Introduction

This Explanatory Statement forms part of the Notice convening the Annual General Meeting of Shareholders of Wrkr Ltd (**Company**) which will be held in person at Wrkr's offices located at Suite 10.01, Level 10, 151 Castlereagh Street, Sydney, NSW 2000 at 11:00am (AEDT) on Thursday, 26 November 2026

This Explanatory Statement is to assist Shareholders in understanding the background to, and the legal and other implications of, the Notice and the reasons for the proposed resolutions. Both documents should be read in their entirety and in conjunction with each other.

Terms defined in the Explanatory Memorandum have the same meaning where used in this Notice or as otherwise defined in the Glossary.

2. Annual Report

In accordance with section 317 of the Corporations Act, the Company is required to lay before the Annual General Meeting the report of the Directors, the Auditor's report and the Financial Report.

Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Constitution requires a vote of Shareholders at the Annual General Meeting on the financial statements and reports.

As permitted by the Corporations Act, a printed copy of the Company's 2026 Annual Report has been sent only to those shareholders who have elected to receive a printed copy. A copy of the Company's 2026 Annual Report may be accessed via the ASX and on the Company's website at <https://investorhub.wrkr.com.au/>.

Shareholders will be given a reasonable opportunity at the meeting to raise questions and make comments on these reports.

In addition to asking questions at the meeting, Shareholders may address written questions to the Chairman about the management of the Company or to the Company's auditor, if the question is relevant to:

- (a) the content of the auditor's report; or
- (b) the conduct of its audit of the annual financial report to be considered at the meeting.

Written questions for the auditor must be delivered by 5:00pm (AEDT) on Thursday, 19 November 2026.

Please send any written questions for the auditors to:

The Company Secretary
Wrkr Ltd
Suite 10.01, Level 10
151 Castlereagh Street
Sydney, NSW 2000

or via email to: cosec@source.com.au.

3. Resolution 1 – Adoption of Remuneration Report

3.1. General

In accordance with subsection 250R(2) of the Corporations Act, the Company is required to put to its Annual General Meeting a Resolution for the Remuneration Report to be adopted by Shareholders. However, such a resolution is advisory only and does not bind the Directors of the Company.

The Remuneration Report sets out the Company's remuneration arrangements for Key Management Personnel of the Company. The Remuneration Report is part of the Directors' Report contained in the annual financial report of the Company for the financial year ending 30 June 2026.

The Remuneration Report:

- describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance;
- sets out the remuneration arrangements in place for each Director and for certain members of the senior management team; and
- explains the basis for remunerating Non-executive Directors and senior executives.

A copy is available on the Company's website at <https://investorhub.wrkr.com.au/> and on the ASX.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

3.2. Voting Consequences

Under the Corporations Act, if at least 25% of the votes cast on a Remuneration Report resolution are voted against the adoption of the Remuneration Report in two consecutive annual general meetings, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of Directors of the Company, at the second annual general meeting (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (**Spill Meeting**) within 90 days of the second annual general meeting, at which all of the Directors (other than the Managing Director) of the Company, would need to stand for re-election.

3.3. Directors' Recommendation

As the Resolution relates to matters including the remuneration of the Directors, the Board makes no recommendation regarding this Resolution.

4. Resolution 2 – Re-election of Mr Paul Collins as Director

4.1. General

Rule 13.3 of the Company's Constitution states that no Director who is not the Managing Director of the Company may hold office for a continuous period in excess of three years or until the third annual general meeting following the Director's appointment, whichever is the longer, without submitting for re-election.

Mr Paul Collins, Non-Executive Director of the Company, was last re-elected as a Director at the 2023 AGM. Accordingly, Mr Collins retires as a Non-Executive Director in accordance with the requirement of Rule 13.3 of the Constitution and ASX Listing Rule 14.4. Being eligible, he offers himself for re-election.

4.2. Voting Consequences

If Resolution 2 is passed, Mr Collins will be re-elected as a Director of the Company for a term of 3 years, subject to the rotational requirements contained in the Constitution and the Listing Rules.

If Resolution 2 is not passed, Mr Collins will not be re-elected as a Director and will cease office from the close of the Meeting.

4.3. Biography

Mr Collins commenced his career with IBM in 1982 and subsequently established his own consulting business, working with a state government agency and large corporations primarily in software development and implementation roles, including seven years at IOOF ultimately in the Development Manager's role.

Over the last 28 years, Mr Collins has been extensively involved in the start-up and subsequent ASX listing of two successful FinTech companies. He was a co-founder and, from 1997, an Executive Director of IWL through its listing in 1999 before leaving in 2004, and was later a co-founder and Executive Director of Managed Accounts Holdings Ltd (later Xplore Wealth Limited), which listed on the ASX in 2014.

Mr Collins holds a Bachelor of Science (Applied Science, Computer Science).

Independence

Mr Paul Collins was first appointed as an Independent Non-Executive Director on 19 October 2018 and was last re-elected as a Director at the 2023 AGM.

If re-elected, the Board considers Mr Collins to be an independent Director. He is not considered by the Company to hold any interest, position, or relationship that might influence, or reasonably be perceived to influence, in a material respect, his ability to bring an independent judgment to bear on matters before the Board and to act in the best interests of the Company as a whole rather than the interests of an individual security holder or other party.

4.4. Directors' Recommendation

The Directors (with Mr Collins abstaining) recommend that Shareholders vote in favour of this Resolution.

5. Resolution 3 – Renewal of the Employee Securities Incentive Plan

5.1. General

Resolution 3 seeks Shareholder approval for the renewal of the Company's Employee Securities Incentive Plan (**Plan**).

The Plan was approved by Shareholders at the 2023 Annual General Meeting held on 16 November 2023. Under ASX Listing Rule 7.2, Exception 13, that approval operates as an exception to Listing Rule 7.1 for three years and accordingly expires at the 2026 AGM. Shareholder approval is required for the Company to maintain its capacity to issue securities under the Plan without those issuances counting towards its 15% placement capacity under Listing Rule 7.1.

The Plan governs the issue of equity-based incentives, including performance rights, options and shares, to eligible employees and directors of the Company. The Plan is designed to incentivise and retain key personnel, align the interests of Shareholders and management, and enable the Company to attract, retain and motivate employees without the need to use the Company's cash resources.

5.2. ASX Listing Rule 7.2, Exception 13(b)

ASX Listing Rule 7.1 restricts the number of equity securities a company can issue over a 12-month period without Shareholder approval. ASX Listing Rule 7.2, Exception 13 provides an exception for issues under an employee incentive scheme approved by shareholders, for a period of three years from the date of shareholder approval.

Approval of this Resolution does not itself authorise the issue of any securities to a director of the Company. Separate Shareholder approval is being sought under ASX Listing Rule 10.14 for specific issues of securities to the Managing Director and Chief Executive Officer, Mr Trent Lund, under Resolutions 5 of this Notice.

5.3. Summary of Plan Terms

A summary of the material terms of the Plan is set out in Schedule 2 to this Notice.

5.4. Specific information required by Listing Rule 7.2, Exception 13(b)

Pursuant to and in accordance with Listing Rule 7.2, exception 13(b), the following information is provided in relation to the Plan:

- (a) A summary of the material terms of the Plan is in Schedule 2.
- (b) As at the date of this Notice, approximately 49,800,000 Equity Securities have been issued under the Plan.
- (c) The maximum number of Equity Securities permitted to be issued under the Plan pursuant to Listing Rule 7.2, exception 13(b), following approval of Resolution 4 is 109,308,100. This number comprises approximately 5% of the Company's Shares currently on issue.
- (d) A voting exclusion statement is included in the Notice.

5.5. Voting Consequences

If Shareholder approval is obtained, the Company will retain the ability to issue securities under the Plan without such issues counting towards the Company's 15% placement capacity under Listing Rule 7.1 for a further three years. If Shareholder approval is not obtained, future issues under the Plan (other than those separately approved under Resolution 5 of this Notice) will count towards the Company's 15% placement capacity under Listing Rule 7.1, which may constrain the Company's ability to use the Plan to incentivise and retain employees.

5.6. Directors' Recommendation

The Directors (with Mr Lund abstaining, to the extent he is regarded as having an interest) recommend that Shareholders vote in favour of this Resolution.

6. Resolution 4 – Approval of Potential Termination Benefits under the Employee Securities Incentive Plan

6.1. General

The Corporations Act contains certain limitations concerning the payment of 'termination benefits' to persons who hold a 'managerial or executive office'. The Listing Rules also provide certain limitations on the payment of 'termination benefits' to officers of listed entities.

As is common with employee incentive schemes, the Plan provides the Board with the discretion to, amongst other things, determine that some or all of the Equity Securities granted to a participant under the Plan (**Plan Securities**) will not lapse in the event of that participant ceasing their engagement with the Company before such Plan Securities have vested. This 'accelerated vesting' of Plan Securities may constitute a 'termination benefit' prohibited under the Corporations Act, regardless of the value of such benefit, unless Shareholder approval is obtained.

This Resolution seeks Shareholder pre-approval for the giving of benefits to current or future directors and senior executives in connection with the cessation of their office or

employment, where those benefits arise under equity-based incentives granted under the Plan. For example, the accelerated vesting, retention or continued vesting of unvested performance rights, options or other equity securities on cessation of employment or office in certain prescribed circumstances (such as death, total and permanent disability, retirement, redundancy or other circumstances approved by the Board), in accordance with the terms of the Plan.

Approval of this Resolution allows the Company to provide appropriate exit arrangements for key personnel within the limits prescribed by law, without the need for a separate Shareholder resolution each time a termination benefit falling within the pre-approval is contemplated.

6.2. Part 2D.2 of the Corporations Act

Sections 200B and 200E of the Corporations Act generally prohibit a company from giving a termination benefit to a person holding a managerial or executive office (which includes a director) in connection with that person ceasing to hold such office, where the value of the benefit exceeds the statutory cap (broadly, one year's average base salary, or such other amount as the Company may determine, subject to certain exceptions), unless Shareholder approval is obtained or another exception applies.

Shareholder pre-approval of this kind may be given for a period of up to three years. Potential termination benefits under the Plan were previously approved by Shareholders at the 2023 AGM. That approval expires in 2026, and Resolution 4 seeks its renewal for a further three years.

As noted above, under the terms of the Plan and subject to the Listing Rules, the Board possesses the discretion to vary the terms or conditions of the Plan Securities. Notwithstanding the foregoing, without the consent of the participant in the Plan, no amendment may be made to the terms of any granted Plan Securities which reduces the rights of the participant in respect of that Plan Securities, other than an amendment introduced primarily to comply with legislation, to correct any manifest error or mistake or to take into consideration possible adverse tax implications.

As a result of the above discretion, the Board has the power to determine that some or all of a participant's Plan Securities will not lapse in the event of the participant ceasing employment or office before the vesting of their Plan Securities.

The exercise of this discretion by the Board may constitute a 'benefit' for the purposes of section 200B of the Corporations Act. The Company is therefore seeking Shareholder approval for the exercise of the Board's discretion in respect of any current or future participant in the Plan who holds:

- (a) a managerial or executive office in, or is an officer of, the Company (or subsidiary of the Company) at the time of their leaving or at any time in the three years prior to their leaving; and
- (b) Plan Securities at the time of their leaving.

6.3. Valuation of the termination benefits

Provided Shareholder approval is given, the value of the termination benefits may be disregarded when applying section 200F(2)(b) or section 200G(1)(c) of the Corporations Act (i.e. the approved benefit will not count towards the statutory cap under the legislation).

The value of the termination benefits that the Board may give under the Plan cannot be determined in advance. This is because various matters will or are likely to affect that value. In particular, the value of a particular benefit will depend on factors such as the Company's Share price at the time of vesting and the number of Plan Securities that will vest or otherwise be affected. The following additional factors may also affect the benefit's value:

- (a) the participant's length of service and the status of the vesting conditions attaching to the relevant Plan Securities at the time the participant's employment or office ceases; and
- (b) the number of unvested Plan Securities that the participant holds at the time they cease employment or office.

In accordance with Listing Rule 10.19, the Company will ensure that no officer of the Company or any of its child entities will, or may be, entitled to, without first obtaining shareholder approval, termination benefits if the value of those benefits and the termination benefits that are or may be payable to all officers together exceed 5% of the equity interests of the Company as set out in the latest accounts given to ASX under the Listing Rules.

6.4. Voting Consequences

If Resolution 4 is passed, the Company will have pre-approval to provide termination benefits of the kind described above to relevant persons for a period of three years from the date the Resolution is passed.

If Resolution 4 is not passed, any such termination benefit above the statutory threshold will require separate Shareholder approval before it can be given.

6.5. Directors' Recommendation

The Directors (with any Director who may benefit from the approval abstaining) recommend that Shareholders vote in favour of this Resolution.

7. Resolution 5 –Approval to issue Performance Rights to Managing Director and Chief Executive Officer, Mr Trent Lund

7.1. General

Resolution 5 seeks Shareholder approval under ASX Listing Rule 10.14 for the Company to grant up to 10,000,000 Performance Rights to Mr Trent Lund, Managing Director and Chief Executive Officer (or his nominee), under the Plan, as his long-term incentive (**LTI**) award.

Performance Rights confer an entitlement to be issued one Share subject to the satisfaction of any performance criteria on the terms set out in the Plan.

The objective of the proposed grant of Performance Rights to Mr Lund is primarily to link the reward of Performance Rights to Shareholder value creation and align his interests with those of Shareholders and to encourage the long-term sustainable growth of the Company.

The Performance Rights shall be issued under and subject to the terms of the Plan.

ASX Listing Rule 10.14 provides that a company must not issue equity securities to a director of the Company under an employee incentive scheme unless the issue has been approved by holders of ordinary securities. Once approval is obtained pursuant to ASX Listing Rule 10.14, the Company is entitled to rely on ASX Listing Rule 10.12, Exception 8 as an exception to any requirement that may otherwise apply requiring Shareholder approval under ASX Listing Rule 10.11. Similarly, approval will not be required under ASX Listing Rule 7.1.

7.2. Key Terms of Performance Rights

The key terms of the Performance Rights are contained in Schedule 3 of the Notice.

7.3. Requirements of ASX Listing Rule 10.15

The following information is provided to Shareholders for the purposes of ASX Listing Rule 10.15:

Name of the person: Mr Trent Lund, Managing Director and Chief Executive Officer, falling within the category of persons in Listing Rule 10.14.1.

Number and class of securities: the number of Performance Rights that may be granted to Mr Lund for the Performance Period 1 July 2026 to 30 June 2029 is 10,000,000. Mr Lund may receive, upon vesting and exercise, one Share in the Company for each Performance Right.

Vesting: the relevant vesting conditions are set out in Schedule 3 of the Notice.

Timing of issue: it is intended that the performance rights, the subject of this Resolution, will be issued within ten (10) business days after shareholder approval is granted at the Meeting, and in any event no later than three (3) years after the Meeting in accordance with ASX Listing Rule 10.15.7.

Price of securities: the Performance Rights will be granted for no consideration, and no fee is payable upon issue, vesting or exercising performance rights.

Current total remuneration package: Mr Lund's total remuneration package, as of 1 September 2026, consists of fixed remuneration and performance-linked remuneration based on the Company's performance and Mr Lund's individual performance.

Details of Mr Lund's remuneration package consists of:

Total Fixed Remuneration (TFR)	\$450,000
Short-term Incentive	STI Target of 50% TFR with a maximum of 1.5 times target, subject to achievement of relevant KPIs over the performance period.
Long-term Incentive	10,000,000 Performance Rights, subject to performance hurdles over the performance period.

Previous Equity Securities: Mr Lund has previously received no Performance Rights or unquoted options under the Plan.

Summary of material terms of the Plan: A summary of the material terms of the Plan is set out in Schedule 2 of this Notice.

Why Performance Rights are being used: Performance Rights are designed to incentivise employees, and in this case, to incentivise Mr Lund as Managing Director and Chief Executive Officer of the Company. The Performance Rights act to provide an incentive for the achievement of long-term operational and strategic goals that lead to long-term growth as well as a retention incentive for key employees, such as Mr Lund. Furthermore, equity-based incentives assist in the alignment of Shareholders and Directors' interests.

The value that the Company attributes to the Performance Rights and its basis: The Performance Rights have been independently valued on a 'fair value' basis at the valuation date. The Performance Rights were valued using the Monte Carlo Simulation Model, as the Tranche A performance hurdles are market-based hurdles. Service and non-market performance conditions attached to the arrangements have not been taken into account in measuring fair value using technical valuation methodologies, and therefore Tranche B Performance Rights have been valued using the spot price of the Company's shares at the Valuation Date, adjusted for Management's best estimates of the non-market vesting conditions being met.

The fair value for accounting purposes in accordance with AASB 2 Share-based Payments is expected to be \$479,500.

Valuation Date	15 October 2026
Share Price (Valuation Date)	\$0.0760
Exercise Price	\$0.00
Risk free rate (%)	4.84%
Volatility (%)	70.0%
Expected Life (years)	2.71
Dividend Rate	0.0%
Estimated Value per Right	Tranche A: \$0.0507 (\$0.15 hurdle); \$0.0414 (\$0.20 hurdle) & \$0.0334 (\$0.25 hurdle) Tranche B: \$0.0760
Estimated Total Gross Value to Mr Lund*	\$479,500

*Before adjustment to the fair value to allow for performance probabilities.

Importantly, no value will be received by Mr Lund if the Performance Rights lapse prior to the vesting date.

No loans: there are no loan arrangements with Mr Lund in relation to the grant of performance rights.

Other Information: Details of any securities issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. In addition, any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after this Resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

7.4. Financial Benefit - Section 208 of Corporations Act

The Board has considered the application of Chapter 2E of the Corporations Act to the issue of Performance Rights to Mr Lund and considers that the financial benefit given by such grant of Performance Rights constitutes reasonable remuneration to Mr Lund given:

- (a) the circumstances of the Company; and
- (b) Mr Lund's role and responsibilities at the Company,

for the purposes of the exception contained in section 211(1) of the Corporations Act. Therefore, the Company is not seeking Shareholder approval pursuant to section 208 of the Corporations Act in addition to the approval being sought under the Listing Rules.

7.5. Voting Consequences

If Shareholder approval is obtained, the Company will proceed to grant the Performance Rights to Mr Lund on the finalised terms. If Shareholder approval is not obtained, the Company will not be able to proceed with the grant and will need to consider alternative arrangements to appropriately incentivise Mr Owen.

7.6. Directors' Recommendation

The Directors (with Mr Lund abstaining) recommend that Shareholders vote in favour of this Resolution.

8. Resolution 6 –Ratification of prior issue of Placement Shares

8.1. General

On 22 July 2026, the Company announced a placement to raise \$10.0 million at an issue price of \$0.075 per share. The Company subsequently issued 133,300,000 new fully paid ordinary shares (**Placement Shares**) to institutional and sophisticated investors on 28 July 2026 (**Issue Date**).

8.2. ASX Listing Rule 7.1 and 7.4

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

The issue of the Placement Shares does not fall within any of these exceptions and as it has not yet been approved by the Company's Shareholders, it uses some of the 15% limit in ASX Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under ASX Listing Rule 7.1 for the 12 month period following the Issue Date.

ASX Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under ASX Listing Rule 7.1.

To this end, Resolution 6 seeks Shareholder approval for the issue of the Placement Shares under and for the purposes of ASX Listing Rule 7.4.

8.3. Specific information required by Listing Rule 7.5

ASX Listing Rule 7.5 requires the following information to be provided to Shareholders:

- (a) the Placement Shares were issued to institutional and sophisticated investors who are not related parties of the Company and as selected by Morgans Corporate Limited as Lead Manager of the Placement;
- (b) the number of Placement Shares issued was 133,300,000;
- (c) the Placement Shares were issued on 28 July 2026 at \$0.075 per Placement Share;
- (d) the Placement Shares are fully paid ordinary shares ranking equally in all respects with the Company's existing fully paid ordinary shares;
- (e) the funds raised from the issue of the Placement Shares are intended to be used for:
 - *customer onboarding and revenue generation*: fund onboarding, platform enhancements, extended Hypercare and transition to recurring transaction revenue;
 - *payroll integration*: expand payroll/HCM integrations, including Workday and SAP, to grow market reach;
 - *Product innovation*: invest in PaidRight SaaS, Wrkr platform integration and PAY product development;
 - *Working capital and growth*: support investment in people, technology, infrastructure and growth initiatives; and
 - *Capital raising costs*: fund legal, accounting, ASX registry and transaction costs.
- (f) Resolution 6 is subject to a voting exclusion statement (see the Notice of Annual General Meeting).

8.4. Voting Consequences

If Resolution 6 is passed, the issue of the Placement Shares will be excluded from the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the Issue Date.

If Resolution 6 is not passed, the issue of the Placement Shares will be included in the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the Issue Date.

8.5. Directors' Recommendation

The Directors recommend that Shareholders vote in favour of this Resolution.

SCHEDULE 1:Glossary

The following definitions are used in the Notice of Annual General Meeting and the Explanatory Statement:

AEDT means Australian Eastern Daylight Time.

AEST means Australian Eastern Standard Time.

Annual Report means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the financial year ended 30 June 2026.

Annual General Meeting or **AGM** or **Meeting** means the meeting convened by the Notice.

ASX Listing Rules means the Listing Rules of the ASX.

ASX means ASX Limited ACN 008 624 691 or the securities exchange market operated by the ASX, as the context requires.

Auditor's Reports means the auditor's report on the Annual Report.

Constitution means the Company's Constitution as in place from time to time.

Board means the board of Directors of the Company.

Chair means the chair of the Meeting, proposed to be the chair of the Company, who is currently Ms Emma Dobbson.

Closely Related Party means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

Company means Wrkr Ltd (ACN 611 202 414).

Convertible Security represents a right to acquire one or more Shares (for example, under an option or performance right), subject to the terms and conditions of the Employee Securities Incentive Plan.

Corporations Act means Corporations Act 2001 (Cth).

Corporations Regulation means *Corporations Regulations*

Directors' Report means annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities contained in the Annual Report.

Director means a current Director of the Company.

Dollar or **"\$"** means Australian dollars.

Employee Securities Incentive Plan or **Plan** means the Company's Employee Securities Incentive Plan under which equity-based incentives, including performance rights, may be issued to eligible employees and directors, a summary of the terms of which is set out in Schedule 2.

Equity Securities has the meaning given to that term in the Listing Rules.

Explanatory Statement means the Explanatory Statement accompanying the Notice.

Key Management Personnel or KMP means 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).

Notice or Notice of Meeting or Notice of Annual General Meeting means this notice of annual general meeting and the explanatory statement accompanying the Notice and the Proxy Form.

Performance Right means a performance right granted or proposed to be granted under the Employee Securities Incentive Plan.

Placement Shares means the 133,300,000 fully paid ordinary shares issued by the Company on 28 July 2026.

Proxy Form means the Proxy Form accompanying the Notice.

Proxyholder means a person who has been authorized to vote or act on behalf of a Shareholder, including the Chair of the Meeting.

Remuneration Report means the section of the Annual Report that is included under section 300A(1) of the Corporations Act.

Resolution means a resolution set out in the Notice.

Securities means the securities of the Company within the meaning of section 761A of the Corporations Act and includes a Share.

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

Shareholder means a holder of a Share.

SCHEDULE 2: Summary of the Employee Securities Incentive Plan

A summary of the key terms of the Plan is set out below:

- (a) **(Eligible Participant):** "Eligible Participant" means a person that has been determined by the Board to be eligible to participate in the Employee Securities Incentive Plan from time to time and is an "ESS participant" (as that term is defined in section 1100L of the Corporations Act) in relation to the Company or an associated entity of the Company. This relevantly includes, amongst others:
- (i) an employee or director of the Company or an individual who provides services to the Company;
 - (ii) an employee or director of an associated entity of the Company or an individual who provides services to such an associated entity;
 - (iii) a prospective person to whom paragraphs (i) or (ii) apply;
 - (iv) a person prescribed by the relevant regulations for such purposes; or
 - (v) certain related persons on behalf of the participants described in paragraphs (i) to (iv) (inclusive).
- (b) **(Purpose):** The purpose of the ESIP is to:
- (i) assist in the reward, retention and motivation of Eligible Participants;
 - (ii) link the reward of Eligible Participants to shareholder value creation; and
 - (iii) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its associated entities), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Securities (defined below).
- (c) **(Plan administration):** The ESIP will be administered by the Board. The Board may exercise any power or discretion conferred on it by the plan rules in its sole and absolute discretion, subject to compliance with applicable laws and the ASX Listing Rules. The Board may delegate its powers and discretion.
- (d) **(Eligibility, invitation and application):** The Board may from time to time determine that an Eligible Participant may participate in the Employee Securities Incentive Plan and make an invitation to that Eligible Participant to apply for Securities on such terms and conditions as the Board decides. A 'Security' means a security in the capital of the Company and includes a Share, Option, performance right or other Convertible Security. An invitation issued under the plan will comply with any applicable disclosure obligations pursuant to Division 1A of Part 7.12 of the Corporations Act (**Division 1A**). On receipt of an invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation. A waiting period of at least 14 days will apply to acquisitions of Securities for monetary consideration as required by the provisions of Division 1A.

- (e) **(Grant of Securities):** The Company will, to the extent that it has accepted a duly completed application, grant the successful applicant (Participant) the relevant number of Securities, subject to the terms and conditions set out in the invitation, the plan rules and any ancillary documentation required.
- (f) **(Terms of Convertible Securities):** Each 'Convertible Security' represents a right to acquire one or more Shares (for example, under an option or performance right), subject to the terms and conditions of the Employee Securities Incentive Plan. Prior to a Convertible Security being exercised, a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security by virtue of holding the Convertible Security. A Participant may not sell, assign, transfer, grant a security interest over or otherwise deal with a Convertible Security that has been granted to them. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.
- (g) **(Vesting of Convertible Securities):** Any vesting conditions applicable to the grant of Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.
- (h) **(Exercise of Convertible Securities and cashless exercise):** Unless specified otherwise in an invitation, to exercise a Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see below), pay the exercise price (if any) to or as directed by the Company, at any time prior to the earlier of any date specified in the vesting notice and any expiry date as set out in the invitation. At the time of exercise of the Convertible Securities, and subject to Board approval, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities. **Market Value** means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation. An invitation to apply for performance rights may expressly specify that a Participant is not required to take any action to exercise vested performance rights. A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the plan rules, or such earlier date as set out in the plan rules.
- (i) **(Delivery of Shares on exercise of Convertible Securities):** As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant. If permitted by the terms of an invitation, upon exercise of a Convertible Security the Company may (at its election) instead of providing Shares to the Participant make a cash payment to the Participant in an amount equal to the Market Value (calculated at the date of exercise) of the relevant number of Shares.
- (j) **(Forfeiture of Convertible Securities):** Where a Participant who holds Convertible Securities ceases to be an Eligible Participant or becomes insolvent, all unvested

Convertible Securities will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Convertible Securities to vest. Where the Board determines that a Participant has acted fraudulently or dishonestly, or wilfully breached his or her duties to the Group, the Board may in its discretion deem all unvested Convertible Securities held by that Participant to have been forfeited. Unless the Board otherwise determines, or as otherwise set out in the invitation or the plan rules, any Convertible Securities which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date, and any Convertible Securities which have not yet vested will be automatically forfeited on the expiry date specified in the invitation.

- (k) **(Change of control):** If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event.
- (l) **(Rights attaching to Shares issued under the plan):** All Shares issued under the Employee Securities Incentive Plan, or issued or transferred to a Participant upon the valid exercise of a Convertible Security (**Plan Shares**), will rank pari passu in all respects with the Shares of the same class. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.
- (m) **(Disposal restrictions on Securities):** If the invitation provides that any Plan Shares or Convertible Securities are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure compliance by the Participant with this restriction.
- (n) **(Adjustment of Convertible Securities):** If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation. If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Convertible Securities is entitled, upon exercise of the Convertible Securities, to receive an allotment of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised. Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.
- (o) **(Participation in new issues):** There are no participation rights or entitlements inherent in the Convertible Securities and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Convertible Securities without exercising the Convertible Securities.
- (p) **(Amendment of the plan):** Subject to the following paragraph, the Board may at any time amend any provisions of the plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Employee Securities Incentive Plan and determine that any amendments to the plan rules be given

retrospective effect, immediate effect or future effect. No amendment to any provision of the plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.

- (q) **(Plan duration):** The Employee Securities Incentive Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the plan for a fixed period or indefinitely, and may end any suspension. If the plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants. If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.
- (r) **(Employee Share Trust):** The Board may in its sole and absolute discretion use an employee share trust or other mechanism for the purposes of holding securities for holders under the Employee Securities Incentive Plan and delivering Plan Shares to Participants.

SCHEDULE 3: Terms and Conditions of CEO Performance Rights

A summary of the material terms and conditions of the performance rights proposed to be granted to Mr Lund under Resolution 5 is set out below.

- (a) **(Number and grant date):** 10,000,000 performance rights will be granted to Mr Lund (or his nominee) as soon as practicable (and in any event within 3 years) after the date of the Annual General Meeting;
- (b) **(Form):** Each performance right is a right to acquire one Share, for nil consideration, subject to satisfaction (or Board waiver) of the vesting conditions described below.
- (c) **(Performance period):** The performance period for the performance rights is 3 years, commencing on the grant date and ending on 30 June 2029.
- (d) **(Vesting conditions):** The performance rights will vest, subject to Mr Lund's continued employment as Managing Director and Chief Executive Officer (except as described under "Cessation of employment" below), as follows:
 - (i) Tranche 1: 50% of the performance rights, based on the Company's absolute total shareholder return (**TSR**) measured from the grant date to the end of the performance period, against vesting thresholds determined by the Board, namely:

Tranche	Vesting Threshold	Vesting Basis	Weighting
1(a)	Share price of \$0.15 or above for 20 consecutive ASX trading days.	Vests on achievement at any time during the performance period, subject to continued service.	20%
1(b)	Share price of \$0.20 or above for 20 consecutive ASX trading days.	Vests on achievement at any time during the performance period, subject to continued service.	15%
1(c)	Share price of \$0.25 or above for 20 consecutive ASX trading days.	Vests on achievement at any time during the performance period, subject to continued service.	15%

- (ii) Tranche 2: 50% of the performance rights, based on whether the Company achieves an exit annual recurring revenue (**ARR**) rate of at least \$50 million (on the Board-approved ARR definition) as at 30 June 2029 (average ARR of the last 3 months for FY29), with pro-rata vesting from a \$45.0m threshold (50%) to target threshold (100%).
- (e) **(Exercise price):** The exercise price of each performance right is \$nil.
- (f) **(Vesting and exercise):** Vested performance rights will automatically convert into Shares on or as soon as practicable after the date the Board confirms satisfaction of the applicable vesting conditions.
- (g) **(Restriction period):** There is no restriction period except for compliance with the Company's Securities Trading Policy.

- (h) **(Lapse):** Any performance rights that do not vest by the end of the performance period, or in respect of which the applicable vesting conditions are otherwise not satisfied or waived by the Board, will lapse.
- (i) **(Cessation of employment):** treatment of unvested performance rights on cessation of employment in "good leaver" and "bad leaver" circumstances in accordance with the Approval of Potential Termination Benefits (the subject of Resolution 4) and the terms of the Employee Securities Incentive Plan.
- (j) **(Change of control):** On a change of control event, the performance rights will be treated in accordance with the change of control provisions of the Employee Securities Incentive Plan summarised in Schedule 2.
- (k) **(Rights before vesting):** Prior to vesting and exercise, the performance rights do not carry any right to vote, to receive dividends, or to participate in new issues of Shares, and may not be transferred, assigned or otherwise dealt with, consistent with the terms of the Employee Securities Incentive Plan summarised in Schedule 2.
- (l) **(Quotation):** The Company will apply for official quotation of any Shares issued on vesting and exercise of the performance rights on the ASX.
- (m) **(Other terms):** The performance rights are otherwise subject to the rules of the Employee Securities Incentive Plan summarised in Schedule 2.



All Correspondence to:

✉ By Mail Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 By Fax: +61 2 9290 9655

💻 Online: www.boardroomlimited.com.au

☎ By Phone: (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded before 11:00 am (AEDT) on Tuesday, 24 November 2026.

🖥 TO APPOINT A PROXY ONLINE

- STEP 1: VISIT <https://www.votingonline.com.au/wrkagm2026>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)
- STEP 3: Enter your Voting Access Code (VAC):



BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

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

Appointment of a Second Proxy

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

To appoint a second proxy you must:

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

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

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

STEP 3 SIGN THE FORM

The form must be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. Please indicate the office held by signing in the appropriate place.

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by 11:00 am (AEDT) on Tuesday, 24 November 2026. Any Proxy Form received after that time will not be valid for the scheduled meeting.

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

- 💻 Online <https://www.votingonline.com.au/wrkagm2026>
- 📠 By Fax + 61 2 9290 9655
- ✉ By Mail Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 In Person Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000 Australia

Attending the Meeting

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

Your Address
This is your address as it appears on the company's share register.
If this is incorrect, please mark the box with an "X" and make the
correction in the space to the left. Securityholders sponsored by a
broker should advise their broker of any changes.
Please note, you cannot change ownership of your securities
using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of Wrkr Ltd(Company) and entitled to attend and vote hereby appoint:
the Chair of the Meeting (mark box)
OR if you are NOT appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are
appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the
Company to be held at Suite 10.01, Level 10, 151 Castlereagh Street, Sydney, NSW, 2000 on Thursday, 26 November 2026 at 11:00 am (AEDT) and at any adjournment of
that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.
Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of
the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1,3,4 & 5 I/we expressly authorise the Chair of the
Meeting to exercise my/our proxy in respect of this Resolution even though Resolutions 1,3,4 & 5 are connected with the remuneration of a member of the key management
personnel for the Company.
The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 1,3,4 & 5). If you wish to appoint the Chair of the Meeting as your
proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS
* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not
be counted in calculating the required majority if a poll is called.

Table with 3 columns: Resolution, Description, For, Against, Abstain*. Rows include resolutions for Remuneration Report, re-electing Mr Paul Collins, Renewal of Employee Securities Incentive Plan, etc.

STEP 3 SIGNATURE OF SECURITYHOLDERS
This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1
Securityholder 2
Securityholder 3
Sole Director and Sole Company Secretary
Director
Director / Company Secretary