WELLNEX

Notice of Annual General Meeting and explanatory memorandum

Wellnex Life Limited

ACN 150 759 363

Date:	Monday, 30 November 2026 (Melbourne time) / Sunday, 29 November 2026 (UK time)
Time:	10:00 am (Melbourne time) / 11:00 pm (UK time)
Place:	The offices of Thomsons Level 23, Rialto South Tower, 525 Collins Street, Melbourne VIC 3000 Australia

Important Information

QUESTIONS FROM SHAREHOLDERS

In order to provide an equal opportunity for all Shareholders to ask questions of the Board, we ask you to submit in writing any questions to the Company or to the Company's auditor, William Buck, in relation to the conduct of the external audit for the year ended 30 June 2026, or the content of its audit report. Please send your questions via email to:

Kobe Li
Company Secretary
Wellnex Life Limited
kobe.l@wellnexlife.com.au

Written questions must be received by no later than **5.00pm (Melbourne time)** on **Monday, 23 November 2026**.

Your questions should relate to matters that are relevant to the business of the Annual General Meeting, as outlined in this Notice of Meeting and Explanatory Memorandum.

In accordance with the *Corporations Act 2001* (Cth) and the Company's policy, a reasonable opportunity will also be provided to Shareholders attending the Annual General Meeting to ask questions about, or make comments upon, matters in relation to the Company including the Company's Remuneration Report for the year ended 30 June 2026.

During the course of the Annual General Meeting, the Chairman will seek to address as many Shareholder questions as reasonably practicable, and where appropriate, will give a representative of the auditor the opportunity to answer written questions addressed to it. However, there may not be sufficient time to answer all questions at the Annual General Meeting. Please note that individual responses may not be sent to Shareholders.

VOTING INFORMATION

Voting by proxy

(a) A Shareholder entitled to attend and vote at the Annual General Meeting may appoint one proxy or, if the Shareholder is entitled to cast 2 or more votes at the Meeting, 2 proxies, to attend and vote instead of the Shareholder.

(b) Where 2 proxies are appointed to attend and vote at the Meeting, each proxy may be appointed to represent a specified proportion or number of the Shareholder's voting rights at the Meeting.

(c) A proxy need not be a Shareholder of the Company.

(d) A proxy may be an individual or a body corporate. If a body corporate is appointed, the proxy form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the Meeting.

(e) A proxy form accompanies this Notice. If a Shareholder wishes to appoint more than 1 proxy, they may make a copy of the proxy form attached to this Notice. For the proxy form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a (notarially) certified copy of that power or authority by **10.00am (Melbourne time)** on **Saturday 28 November 2026:**

1. **Online**: All Shareholders can appoint a proxy to vote on their behalf online at www.investorvote.com.au by following the instructions set out on the website.

   Shareholders who elected to receive their Notice of Meeting electronically will have received an email with a link to the InvestorVote site.

For all other Shareholders, you will receive a letter by mail with instructions on how to vote online.

2. **By mail:** If Shareholders are unable to complete an online proxy appointment, a proxy form can be requested by contacting Computershare on 1300 850 505 (within Australia) or +61 3 9415 4000 (overseas). Completed proxy forms (together with any authority under which the proxy form was signed or a certified copy of the authority) must be returned to Computershare

   By post to: GPO Box 242, Melbourne, Victoria 3001; or

   By facsimile: Australia – 1800 783 447, overseas - +61 3 9473 2555.

3. **Custodian voting**: For Intermediary Online subscribers only (custodians) please visit **www.intermediaryonline.com** to submit your voting intentions.

4. **Voting by Form of Instruction Depositary Interest holders:**

   Holders of Depositary Interests are requested to complete and return their Form of Instruction by post or by hand to Computershare Investor Services PLC, located at The Pavilions, Bridgwater Road, Bristol BS99 6ZY, as soon as possible, but in any event so as to arrive no later than **8:00am GMT (7:00pm AEDT) on Tuesday, 24 November 2026** or by email to #UKCSBRS.ExternalProxyQueries@computershare.co.uk.

   CREST Voting

   Holders of Depositary Interests in CREST may transmit voting instructions by utilising the CREST voting service in accordance with the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take appropriate action on their behalf. In order for instructions made using the CREST voting service to be valid, the appropriate CREST message (a "CREST Voting Instruction") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com). To be effective, the CREST Voting Instruction must be transmitted so as to be received by the Company's agent (3RA50) no later than **8:00am GMT (7:00pm AEDT) on Tuesday, 24 November 2026.** For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the CREST Voting Instruction by the CREST applications host) from which the Company's agent is able to retrieve the CREST Voting Instruction by enquiry to CREST in the manner prescribed by CREST. Holders of Depositary Interests in CREST and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the transmission of CREST Voting Instructions. It is the responsibility of the Depositary Interest holder concerned to take (or, if the Depositary Interest holder is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that the CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a CREST Voting Instruction is transmitted by means of the CREST voting service by any particular time. In this connection, Depositary Interest holders and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

Voting and other entitlements at the Meeting

A determination has been made by the Board under regulation 7.11.37 of the *Corporations Regulations2001* that shares in the Company which are on issue at **7.00pm AEDT (8.00am GMT)** on **Saturday 28 November 2026** will be taken to be held by the persons who held them at that time for the purposes of the Annual General Meeting (including determining voting entitlements at the meeting).

Proxy voting by the Chairman

The *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011* (Cth), imposes prohibitions on Key Management Personnel and their Closely Related Parties from voting their shares (or voting undirected proxies) on, amongst other things, remuneration matters.

However, the chair of a meeting may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the Shareholder who has lodged the proxy has given an express voting direction to the chair to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel.

If you complete a Proxy Form that authorises the Chairman of the Meeting to vote on your behalf as proxy, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then you will be taken to have expressly authorised the Chairman to exercise your proxy on **Resolution 1.** In accordance with this express authority provided by you, the Chairman will vote in favour of **Resolution 1.** If you wish to appoint the Chairman of the Meeting as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the Proxy Form.

The Chairman of the Meeting intends to vote all available undirected proxies in favour of each item of business.

If you appoint as your proxy any Director of the Company, except the Chairman, or any other Key Management Personnel or any of their Closely Related Parties and you do not direct your proxy how to vote on **Resolution 1.**

NOTICE OF 2026 ANNUAL GENERAL MEETING

Notice is given that the 2026 Annual General Meeting
of Wellnex Life Limited ACN 150 759 363 (the **Company**)
will be held at Level 23, Rialto South Tower, 525 Collins Street, Melbourne VIC 3000 Australia
on Monday 30 November 2026 at 10.00am (Melbourne time).

BUSINESS OF THE MEETING

Shareholders are invited to consider the following items of business at the Annual General Meeting.

Financial and related reports

Item 1	**Financial and related reports**
Description	To receive and consider the Financial Report of the Company and its controlled entities and the related Directors' and Auditor's Reports in respect of the financial year ended 30 June 2026.

Adoption of Remuneration Report (non-binding resolution)

Resolution 1	**Adoption of Remuneration Report (non-binding resolution)**
Description	Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the 2026 Annual Report and is available from the Company's website (https://wellnexlife.investorportal.com.au/). In accordance with section 250R of the Corporations Act, the vote on this resolution will be advisory only and will not bind the Directors or the Company.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an **ordinary resolution**: *"**THAT** the Remuneration Report of the Company and its controlled entities for the year ended 30 June 2026 be adopted."*
Voting Exclusion	The Company will disregard any votes cast on this Resolution 1: (a) by or on behalf of 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 the KMP at the date of the meeting, or that KMP's Closely Related Party. However, the Company will not disregard a vote if it is cast as a proxy for a person who is entitled to vote on this Resolution 1: (a) in accordance with the directions of how to vote on the Proxy Form; or (b) by the Chair of the Meeting pursuant to an express authorisation on the Proxy Form.

Election and Re-election of Directors

Resolution 2A	Election of Mr Hilton Wood as Director
Description	The Company seeks Shareholder approval to elect Mr Hilton Wood as Director of the Company, who was appointed to fill a casual vacancy as a Director on 12 June 2026.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an **ordinary resolution**: *"**THAT** pursuant to the Company's Constitution and for all other purposes, Hilton Wood having been duly appointed to the Board on 12 June 2026 to fill a casual vacancy retires as a Director of the Company and being eligible, offers himself for election, be elected as Director of the Company."*

Resolution 2B	Re-election of Mr Jeffrey Yeh as Director
Description	Mr Jeffrey Yeh, who was appointed as a Director on 15 January 2024, and last elected by Shareholders on 26 September 2024, retires as a Director in accordance with clause 13.3(a) of the Company's Constitution and, being eligible, offers himself for re-election.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an **ordinary resolution**: *"**THAT** Mr Jeffrey Yeh, who retires as a Director in accordance with Listing Rule 14.5 and clauses 13.3(a) and 13.3(b)(i) of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."*

Ratification of Prior Issues of Securities

Resolution 3	Ratification of Prior Issue of Shares (Corporate Advisory & Capital Raising Services)
Description	The Company seeks Shareholder approval under ASX Listing Rule 7.4 for the prior issue of Shares to nominees of Point Capital Group Pty Ltd and Harbour City Corporate Pty Ltd.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an **ordinary resolution**: "***THAT** for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue of 3,071,336 fully paid ordinary shares as set out in the Explanatory Memorandum accompanying this Notice."*
Voting Exclusion	The Company will disregard any votes cast in favour of this resolution by or on behalf of: (a) nominees of Point Capital Group Pty Ltd and Harbour City Corporate Pty Ltd who received Shares; and (b) any associates of the persons named in sub-paragraph (a). However, this does not apply to a vote cast in favour of a resolution by: (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or

	(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 of a person excluded from voting, on the resolution; and (i) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Approval of 10% Placement Capacity

Resolution 4	**Approval of 10% Placement Capacity**
Description	The Company seeks approval of Shareholders to be able to issue Equity Securities of up to an additional 10% of its issued capital by way of placements over a 12 month period, in addition to its 15% Placement Capacity under Listing Rule 7.1.
Resolution (Special)	To consider and, if thought fit, pass the following resolution as a **special resolution**: *"**THAT** for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to an additional 10% of its issued Equity Securities by way of placements over a 12-month period, on such terms and conditions more particularly described in the Explanatory Memorandum accompanying this Notice."*
Voting Exclusion	Not applicable. As at the date of this Notice, the Company has no plans to issue Equity Securities under Listing Rule 7.1A.

Dated: 29 October 2026

By order of the Board of Wellnex Life Limited

Kobe Li
Company Secretary

EXPLANATORY MEMORANDUM
TO NOTICE OF 2026 ANNUAL GENERAL MEETING

Financial and related reports

Item 1	Financial and related reports
Explanation	Section 317 of the Corporations Act requires the Company's financial report, Directors' report and auditor's report for the financial year ended 30 June 2026 to be laid before the Company's 2026 Annual General Meeting. There is no requirement for a formal resolution on this item. The financial report contains the financial statements of the consolidated entity consisting of Wellnex Life Limited and its controlled entities. 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 2026 Annual Report is available from the Company's website (https://wellnexlife.investorportal.com.au/). The Chairman of the Meeting will allow a reasonable opportunity at the Meeting for Shareholders to ask questions. Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor questions about its audit report, the conduct of its audit of the Company's financial report for the year ended 30 June 2026, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of William Buck in relation to the conduct of the audit.

Adoption of Remuneration Report (non-binding resolution)

Resolution 1	Adoption of Remuneration Report (non-binding resolution)
Explanation	Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the Company's 2026 Annual Report and is available from the Company's website (https://wellnexlife.investorportal.com.au/). 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 differences between the basis for remunerating Non-Executive Directors and senior executives, including the CEO/ Managing Director. The vote on this item is advisory only and does not bind the Directors. However, the Board will take into account any discussion on this item and the outcome of the vote when considering the future remuneration policies and practices of the Company.
Voting Exclusion	A voting exclusion statement applies to this resolution, as set out in the Notice.
Board Recommendation	The Directors unanimously recommend that Shareholders vote in favour of adopting the Remuneration Report.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

Election and Re-election of Directors

Resolutions 2A-2B	Election and Re-election of Directors
Explanation	Under clauses 13.1(c) and 13.1(d) of the Constitution, the Directors may at any time appoint any person to hold office as Director, whether to fill a casual vacancy or otherwise, until the next annual general meeting. The director is eligible for election at the next annual general meeting. The Company seeks Shareholder approval to elect Mr Hilton Wood as director at this Meeting. Mr Hilton Wood was appointed as Director on 12 June 2026. Under clauses 13.3(a) and 13.3(b)(i) of the Constitution, no Director may hold office for a period in excess of 3 years, or beyond the third annual general meeting following the Director's election, whichever is the longer, without submitting himself or herself for re-election. Mr Jeffrey Yeh was appointed as a Director on 15 January 2024, and was last re-elected by Shareholders on 26 September 2024. As such, in accordance with clauses 13.3(a) and 13.3(b)(i) of the Constitution, Mr Jeffrey Yeh retires as a Director at the Meeting, and being eligible, offers himself for re-election as a Director.
About Mr Hilton Wood	Mr Wood is a senior banking and finance executive with over 30 years' experience across institutional banking, corporate relations, and international markets. He began his career at Commonwealth Bank of Australia, including as Head of Operations and Global Head of International Banking Partnerships within Institutional Banking, following which he moved to Arab Bank Australia, leading International Bank Relations and managing multinational corporate relationships. In 2012, Hilton established Doha Bank Qatar's presence in Australia and served as Chief Representative Officer for more than 10 years. After completing a Master of Management at Macquarie Graduate School of Management, Hilton now consults to companies and sits on various private company boards across Agriculture, Fintech, and related financial services sectors. Mr Wood currently has no other ASX director roles. Special responsibilities: None. Mr Wood currently holds nil Shares.
About Mr Jeffrey Yeh	Mr Yeh is an experienced all-rounded entrepreneur, with over 23 years' experience in all aspects of pharmaceutical sales, marketing, production, quality assurance, operations, logistics, finance and management. Mr Yeh co-founded Homart Pharmaceuticals (**Homart**) in 2002, and since then has grown Homart into a premier and award-winning manufacturing and brand business with over 200 employees and an international presence. Mr Yeh currently has no other ASX director roles. Special responsibilities: Chair of Nomination and Remuneration Committee and Member of Audit and Risk Committee. Mr Yeh currently holds 100,200 Shares.
Board Recommendation	The Board, with Hilton Wood and Jeffrey Yeh abstaining on making a recommendation on Resolutions 2A and 2B respectively, recommends that Shareholders vote in favour of Resolutions 2A and 2B.

Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of Resolutions 2A and 2B.

Ratification of Prior Issues of Securities

Resolution 3	**Ratification of Prior Issue of Shares (Corporate Advisory & Capital Raising Services)**
Explanation	As announced to the ASX on 27 March 2026, the Company issued a total of 3,071,336 fully paid ordinary shares in lieu of corporate advisory and capital raising services. The Company seeks Shareholder ratification pursuant to Listing Rule 7.4 for a previous issue of securities made by the Company during the last 12 months under Listing Rule 7.1, which provides that a company must not, subject to specified exceptions under Listing Rule 7.2, issue or agree to issue Equity Securities during any 12 month period in excess of 15% of the number of ordinary shares on issue at the commencement of that 12 month period without Shareholder approval (**15% Placement Capacity**). Listing Rule 7.4 sets out an exception to the limitations on the Company's capacity to issue Equity Securities pursuant to its 15% Placement Capacity, by permitting the ratification of previous issues of Equity Securities which were not made under a prescribed exception under Listing Rule 7.2 or with Shareholder approval. If Shareholders of a company approve the ratification of such previous issues of Equity Securities at a general meeting, those Equity Securities will be deemed to have been issued with Shareholder approval for the purposes of Listing Rule 7.1.
Specific information for Resolution 3	In accordance with Listing Rule 7.5, which contains requirements as to the contents of a notice sent to Shareholders for the purposes of Listing Rule 7.4, the following information is provided to Shareholders: **Names of recipients** — Nominees of Point Capital Group Pty Ltd and Harbour City Corporate Pty Ltd **Number and class of securities issued / agreed to be issued** — 3,071,336 fully paid ordinary shares **Date on which the securities were or will be issued** — 2 April 2026 **Issue price** — Deemed A$0.074 per Share **Consideration received for the issue** — Non-cash. **The purpose of the issue and the intended use of funds** — The Shares were issued in connection with corporate advisory and capital raising services provided to the Company. **Other Key Material Terms of the Agreement for the** — There are no other key material terms of agreement for the issuance.

	Issuance **Voting exclusion statement** A voting exclusion statement applies to this item of business, as set out in the Notice.
What will happen if shareholders give, or do not give, approval?	**If shareholder approval is obtained** If Shareholders ratify the previous issue of Shares made by the Company by way of approving Resolution 3, those Shares will be deemed to have been issued with Shareholder approval for the purposes of Listing Rule 7.1 and will no longer be deducted from the Company's 15% Placement Capacity. **If shareholder approval is not obtained** If Shareholders do not approve the ratification of such previous issues of Shares as outlined for Resolution 3, the Company will not be able to refresh its placement capacity under Listing Rule 7.1. As a result, the Company's ability to issue additional securities will be dependent on the Company's placement capacity at the time of issuance.
Board Recommendation	The Directors recommend that shareholders vote in favour of Resolution 3.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 3.

Approval of 10% Placement Capacity

Resolution 4	**Approval of 10% Placement Capacity**
General	Under Listing Rule 7.1, every listed entity has the ability to issue 15% of its issued capital without shareholder approval in a 12 month period (**15% Placement Capacity**). Listing Rule 7.1A permits eligible small and mid-cap ASX-listed entities, subject to shareholder approval, to issue Equity Securities of up to an additional 10% of its issued capital by way of placements over a 12 month period, in addition to its ability to issue securities under Listing Rule 7.1 (**10% Placement Capacity**). The Company seeks shareholder approval under Listing Rule 7.1A for the 10% Placement Capacity. The effect of this resolution will be to allow the Company, subject to the conditions set out below, to issue Equity Securities under the 10% Placement Capacity without using its 15% placement capacity under Listing Rule 7.1. Resolution 4 is a **special resolution.** Accordingly, at least 75% of votes cast by shareholders present and eligible to vote (in person or by proxy) at the meeting must be in favour of this resolution for it to be passed.
Eligibility	ASX-listed entities which have a market capitalisation of $300 million or less, and which are not included in the S&P/ASX 300 Index, are eligible to seek shareholder approval under Listing Rule 7.1A. As at the date of this Notice, the Company, which has a market capitalisation of less than $300 million, is not included in the S&P/ASX 300 Index. Accordingly, the Company is eligible to seek shareholder approval under Listing Rule 7.1A.

Formula	The exact number of additional Equity Securities that the Company may issue under the 10% Placement Capacity will be determined by a formula set out Listing Rule 7.1A.2 as follows: **(A x D) - E** Where: ***A*** is the number of shares on issue at the commencement of the relevant period: ▪ plus the number of fully paid shares issued in the relevant period under an exception in Listing Rule 7.2, other than exception 9, 16 or 17, ▪ plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within rule 7.2 exception 9 where: o the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or o the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under rule 7.1 or 7.4, ▪ plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where: o the agreement was entered into before the commencement of the relevant period; or o the agreement or issue was approved, or taken under these rules to have been approved, under rule 7.1 or 7.4, ▪ plus the number of any other fully paid ordinary securities issued in the relevant period with approval under rule 7.1 or 7.4, ▪ plus the number of partly paid ordinary securities that became fully paid in the relevant period, ▪ less the number of equity securities cancelled in the relevant period. 'A' has the same meaning in Listing Rule 7.1 when calculating an entity's 15% Placement Capacity **D** is 10%. **E** is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under rule 7.4. 'Relevant period' means the 12 month period immediately preceding the date of the issue or agreement.

Conditions of issue under the 10% Placement Capacity	There are a number of conditions applicable to the issue of Equity Securities under Listing Rule 7.1A, including a limitation on the discount to prevailing market price at which they may be issued, and additional disclosure requirements. A summary of these conditions is as follows: (a) Equity Securities issued under the 10% Placement Capacity can only be in a class of securities already quoted. At the date of this Notice, the Company has one class of securities which is quoted, being fully paid ordinary shares. (b) The price of each Equity Security issued under the 10% Placement Capacity must be issued for a cash consideration per security which is not less than 75% of the volume weighted average price (**VWAP**) for Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before either: i. the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the securities; or ii. if the Equity Securities are not issued within 10 trading days of the date in paragraph (i), the date on which the securities are issued.
Period of validity of shareholder approval	In the event that the Company obtains shareholder approval of Resolution 4, such approval will commence on the date of this Meeting, and will cease to be valid upon the earlier of: (a) 12 months after the date of this Annual General Meeting; (b) the time and date of the Company's next annual general meeting; or (c) if applicable, the time and date on which the Company's shareholders approve a change to the nature or scale of the Company's activities under Listing Rule 11.1.2, or the disposal of the Company's main undertaking under Listing Rule 11.2. (**Placement Period**)
Information to be provided to shareholders under Listing Rule 7.3A	
Minimum issue price	The issue price of each Equity Security issued under the 10% Placement Capacity must be no less than 75% of the VWAP for Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before either: i. the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the securities; or ii. if the Equity Securities are not issued within 10 trading days of the date in paragraph (i), the date on which the securities are issued.
Risk of dilution to shareholders	If Resolution 4 is approved by shareholders, any issue of Equity Securities under the 10% Placement Capacity may present a risk of economic and voting dilution of existing shareholders, including the risk that: ▪ the market price of the Company's Equity Securities may be significantly lower on the relevant issue date than on the date of the Meeting; and

- the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date.

The table below shows the potential dilution of existing shareholders under various scenarios on the basis of:

- an issue price of $0.069 per Share which was the closing price of the Company's Shares on the ASX on 20 October 2026; and

- the variable 'A' being calculated as the number of fully paid ordinary shares on issue as at the date of this Notice, being 73,026,812.

The table also shows:

(a) two examples where variable 'A' has increased by 50% and 100%. The number of shares on issue in the Company may increase as a result of the issue of shares that do not require approval of shareholders (for example, pro-rata entitlement issues or scrip issues under takeover offers) or future placements of shares under Listing Rule 7.1 of up to 15% of issued capital that are approved at future general meetings of shareholders; and

(b) two examples of where the issue price of shares has decreased by 50% and increased by 100%.

VARIABLE 'A'		**Dilution**		
		50% decrease in issue price $0.0345	**Issue price $0.069**	**100% increase in issue price $0.138**
Current Variable 'A' 73,026,812	**10% voting dilution**	7,302,681 Shares	7,302,681 Shares	7,302,681 Shares
	Funds raised	$251,942	$503,885	$1,007,770
50% increase in current Variable 'A' 109,540,218	**10% voting dilution**	10,954,022 Shares	10,954,022 Shares	10,954,022 Shares
	Funds raised	$377,914	$755,828	$1,511,655
100% increase in current Variable 'A' 146,053,624	**10% voting dilution**	14,605,362 Shares	14,605,362 Shares	14,605,362 Shares
	Funds raised	$503,885	$1,007,767	$2,015,540

The table has been prepared on the following assumptions:

(i) the Company issues the maximum number of shares available under the 10% Placement Capacity;

(ii) no options to acquire shares on issue in the Company are exercised;

(iii) the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue;

(iv) the table does not show an example of dilution that may be caused to a particular shareholder as a result of placements under the 10% Placement Capacity based on that shareholder's holding at the date of the Meeting.

(v) the table shows only the effect of issues of Equity Securities under the 10% Placement Capacity in accordance with Listing Rule 7.1A and not under the 15%

	placement capacity under Listing Rule 7.1. (vi) the issue of Equity Securities under the 10% Placement Capacity consists only of shares. (vii) the issue price is $0.069, being the closing price of the Company's shares on the ASX on 20 October 2026.
Period of validity	The Company will only issue and allot the Equity Securities during the Placement Period. The approval under Resolution 4 for the issue of the Equity Securities will cease to be valid in the event that shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).
Purpose for which the funds may be used	The Company may seek to issue the Equity Securities for cash consideration, the proceeds of which will be applied to fund the Company's existing and future activities, appraisal of corporate opportunities, investment in new businesses (if any), the costs incurred in undertaking placement(s) of shares under Listing Rule 7.1.A and for general working capital. The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.3 upon issue of any Equity Securities.
Allocation policy	The Company may not issue any or all the Equity Securities for which approval is given and may issue the Equity Securities progressively as the Company places the Equity Securities with investors. The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to factors such as: 1. fund raising options (and their viability) available to the Company at the relevant time; 2. the effect of the issue of the Equity Securities on the control of the Company; 3. the financial situation of the Company and the urgency of the requirement for funds; and 4. advice from the Company's corporate, financial, legal and broking advisers. The allottees under the 10% Placement Capacity have not been determined as at the date of this Notice. It is intended that the allottees will be suitable professional and sophisticated investors, and other investors not requiring a disclosure document under section 708 of the Corporations Act, that are known to the Company and/or introduced by third parties. The allottees may include existing substantial shareholders and/or new shareholders, but the allottees will not be related parties of the Company. In the event that the shares under the 10% Placement Capacity are issued as consideration for the acquisition of businesses, assets or investments, it is likely that the allottees will be the vendors of such businesses, assets or investments.
Securities issued in previous 12 months under Listing Rule 7.1A.2	The Company has not issued any seuciites under ASX Listing Rule 7.1A.2 in the 12 months preceding the date of the meeting.

What will happen if shareholders give, or do not give, approval?	If Resolution 4 is passed, the Company will be able to issue Equity securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further shareholder approval. If Resolution 4 is not passed, the Company will not be able to access the additional 10% Placement Capacity to issue Equity Securities without shareholder approval provided for in Listing Rule 7.1A, and will remain subject to the 15% limit on issuing Equity Securities without shareholder approval set out in Listing Rule 7.1.
Board Recommendation	The Directors unanimously recommend that shareholders vote in favour of this Resolution.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this Resolution.

DEFINITIONS

15% Placement Capacity	Means the Company's capacity to issue shares under Listing Rule 7.1.
ASIC	Means the Australian Securities and Investments Commission.
ASX	Means the Australian Securities Exchange or ASX Limited (ABN 98 008 624 691), as the context requires.
Board	Means the board of directors of the Company.
Corporations Act	Means the *Corporations Act 2001* (Cth).
Closely Related Party (of a member of KMP of an entity)	Has the definition given to it by section 9 of the Corporations Act, and means: (a) a spouse or child of the member; or (b) a child of the member's spouse; or (c) a dependant of the member or of the member's spouse; or (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or (e) a company the member controls; or (f) a person prescribed by the regulations for the purposes of this definition.
Company or **Wellnex**	Means Wellnex Life Limited ACN 150 759 363.
Constitution	Means the constitution of the Company.
Director	Means a director of the board of Wellnex.
Equity Security	Means: (a) a share; (b) a right to a share or option; (c) an option over an issued or unissued security; (d) a convertible security; (e) any security that ASX decides to classify as an equity security.
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) of the Company.
Listing Rules	Means the ASX Listing Rules and any other rules of ASX Limited which apply to an entity while it is a listed entity, each as amended or replaced from time to time, except to the extent of any express written waiver by ASX Limited.
Share	Means a fully paid ordinary share in the capital of the Company.
Shareholder	Means a holder of a Share.

WELLNEXLIFE
ABN 77 150 759 363

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 **10.00am (Melbourne time) on Saturday, 28 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: 189363

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.

☐ **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 Wellnex Life Limited 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 Wellnex Life Limited to be held at the offices of Thomsons, Level 23, Rialto South Tower, 525 Collins Street, Melbourne VIC 3000 on Monday, 30 November 2026 at 10:00am (Melbourne time) / Sunday, 29 November 2026 at 11:00pm (UK time) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related items: 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 Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

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 Resolution 1 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.

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	☐	☐	☐
Resolution 2A	Election of Mr Hilton Wood as Director	☐	☐	☐
Resolution 2B	Re-election of Mr Jeffrey Yeh as Director	☐	☐	☐
Resolution 3	Ratification of Prior Issue of Shares (Corporate Advisory & Capital Raising Services)	☐	☐	☐
Resolution 4	Approval of 10% Placement Capacity	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any item, 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)*

Mobile Number _____

Email Address _____

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