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CORPORATE GOVERNANCE STATEMENT 2025

CURRENT AS AT AUGUST 27, 2025

WEEBIT NANO LIMITED

ACN: 146 455 576

Weebitnano

CORPORATE GOVERNANCE STATEMENT 2025

The Board is responsible for establishing the Company's corporate governance framework. In establishing its corporate governance framework, the Board has referred to the 4th edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (Recommendations). This Corporate Governance Statement discloses the extent to which the Company follows each Recommendation and has been approved by the Board and is available on our website at https://www.weebit-nano.com/investors/corporate-governance/.

In addition, the Company's governance-related documents can be found on its website at https://www.weebit-nano.com/investors/corporate-governance/.

Principle 1 – Lay solid foundations for management and oversight

A listed entity should clearly delineate the respective roles and responsibilities of its board and management and regularly review their performance.

Recommendation 1.1

A listed entity should have and disclose a board charter setting out:

a) the respective roles and responsibilities of its board and management; and

b) those matters expressly reserved to the board and those delegated to management.

The Company has established the respective roles and responsibilities of its Board and management, and those matters expressly reserved to the Board and those delegated to management and has documented this in its Board Charter.

The Board of Directors is responsible for overseeing the strategic direction, performance, and corporate governance of the Company. Its key responsibilities include but are not limited to:

- **Strategy & Performance:** Monitor management and ensure resources align with strategic goals;
- **Risk & Compliance:** Oversee risk management, internal controls, and legal compliance;
- **Financial Oversight:** Approve budgets, major transactions, financial reporting, and auditor appointments;
- **Executive Management:** Appoint and evaluate the CEO and approve CEO appointment of senior executives; approve remuneration and strategy;
- **Disclosure:** Ensure compliance with ASX continuous disclosure obligations;
- **Culture & Inclusion:** Promote diversity, equity, and inclusion;
- **Remuneration:** Oversee employee incentive schemes; and
- **Governance & Sustainability:** Maintain governance standards, Board composition, and monitor environmental performance.

A copy of the Board Charter is publicly available in the Corporate Governance section of the Company's website at https://weebit-nano.com/corporate-governance/.

Principle 1 – Lay solid foundations for management and oversight (continued)

Recommendation 1.2

A listed entity should:

a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and

b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.

When appointing new Directors, the Board and relevant Board Committee(s) review the Company's Board skills matrix to ensure that an appropriate mix of skills, expertise, experience and diversity is maintained.

At the commencement of any director selection process, the Company undertakes appropriate checks on potential candidates to consider their suitability to fill a casual vacancy of the Board or for election as a Director. These checks include but are not limited to, a candidate's character, experience and background, including criminal and bankruptcy checks.

On 1 January 2025, Ms. Anne Templeman-Jones was appointed as an independent Non-Executive Director of the Company. The process outlined above was undertaken for Ms. Templeman-Jones and no adverse findings were received.

Ms. Templeman-Jones was subsequently appointed as the Deputy Chair on 5 August 2025.

Shareholders will be provided with details about each Director standing for election and/or re-election in the Notice of Meeting for the 2025 Annual General Meeting to enable them to make a decision whether or not to elect or re-elect a director.

Board support for a Director's re-election is not automatic and is subject to satisfactory Director performance (in accordance with the evaluation process described in Recommendation 1.6).

Recommendation 1.3

A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.

The Company has formal written agreements in place with each Director, outlining their roles and responsibilities. In accordance with ASX Listing Rule 3.16.4, the Company will disclose the material terms of any employment, service, or consultancy agreements entered into with the Chief Executive Officer, Directors, or any related parties, subject to the rule's disclosure exclusions.

The Company has formal written agreements with each senior executive setting out the terms of their appointment. Details of executive contracts for Key Management Personnel (**KMP**) are provided in the Remuneration Report within the Company's Annual Report.

Recommendation 1.4

The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.

The Company Secretary is accountable to the Board for facilitating the Company's corporate governance processes and the proper functioning of the Board. Each Director is entitled to access the advice and services of the Company Secretary.

In accordance with the Company's Constitution, the appointment or removal of the Company Secretary is a matter for the Board as a whole. Details of the Company Secretary's experience and qualifications are set out in the Annual Report.

Principle 1 – Lay solid foundations for management and oversight (continued)

Recommendation 1.5

A listed entity should:

a) have and disclose a diversity policy;

b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and

c) disclose in relation to each reporting period:

1) the measurable objectives set for that period to achieve gender diversity;

2) the entity's progress towards achieving those objectives; and

3) either:

A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or

B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.

If the entity was in the S&P/ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.

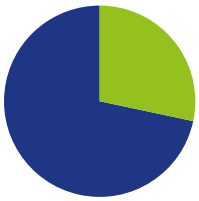
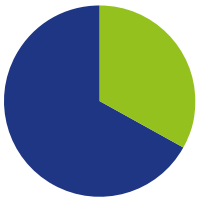
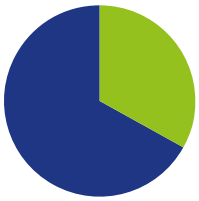
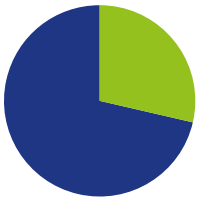
Weebit recognises the importance of diversity in driving innovation, improving decision-making, and enhancing organisational performance and is committed to fostering a diverse and inclusive workplace culture. To facilitate this workplace culture, the Board has adopted a Diversity & Inclusion Policy which includes measurable objectives for achieving gender diversity across the organisation, including the Board, senior management, and the broader workforce.

Weebit acknowledges that diversity is about the commitment to treat individuals equally while still prioritising the most qualified individuals for the specific role, so everyone feels respected, safe and included at work.

The Diversity & Inclusion Policy is available on the Company's website in the Corporate Governance section: https://www.weebit-nano.com/corporate-governance/.

Principle 1 – Lay solid foundations for management and oversight (continued)

The Diversity & Inclusion Policy requires the Board to annually set measurable objectives for obtaining gender diversity in the composition of its Board, senior management and workforce generally. In line with the Recommendations, the table below sets out the measurable objectives that were adopted for the period 30 June 2025 and provides details on our progress towards these targets:

MEASURABLE OBJECTIVE	% FEMALE : MALE		RESULT
All Directors Female (30%)/Male (30%)/ Either Gender (40%)		Female : **28.6%** Male : **71.4%**	Target largely achieved
Non-Executive Directors Female (30%)/Male (30%)/ Either Gender (40%)		Female : **33.3%** Male : **66.7%**	Target achieved
Executive Management* Female (30%)/Male (30%)/ Either Gender (40%)		Female : **33.3%** Male : **66.7%**	Target achieved
Overall Female (30%)/Male (30%)/ Either Gender (40%)		Female : **28.8%** Male : **71.2%**	Target largely achieved

* Those reporting to the CEO.

Weebit recognises the contribution of diverse skills and talent from its Directors, officers and employees and it is committed to workplace diversity.

The overall female representation level compares favourably with both global and domestic benchmarks for the semiconductor industry, where female representation is typically around 20–21%. The Company remains committed to improving gender balance over time and has implemented a range of initiatives to support recruitment, retention, and promotion of women in technical and leadership roles.

The Board will continue to monitor progress against its measurable objectives and will report annually on outcomes in accordance with Recommendation 1.5 of the ASX Corporate Governance Principles and Recommendations.

Principle 1 – Lay solid foundations for management and oversight (continued)

Recommendations 1.6

A listed entity should:

a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and

b) disclose for each reporting period whether performance evaluation has been undertaken in accordance with that process during or in respect of that period.

The Company has a process for periodically evaluating the performance of the Board, its Committees and individual Directors. During the reporting period, the Chairman led a formal Board performance and skills assessment as part of the Company's ongoing commitment to governance best practice and continuous improvement. This process included an evaluation of the effectiveness of its Board and Committees, composition, and alignment of skills with the Company's strategic objectives.

The assessment involved the distribution of a structured questionnaire, completed anonymously by all Directors, addressing key areas such as the conduct of meetings, the quality and timeliness of Board materials, strategic oversight, and individual and collective performance.

The assessment found that the Board is operating effectively and that there are a number of areas of strength as well as areas for ongoing development. These areas of ongoing development are being addressed as part of its development program.

Recommendation 1.7

A listed entity should:

a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and

b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.

The Company has a structured process for evaluating the performance of its Senior Executives, including the Chief Executive Officer (**CEO**), at least annually. Performance is assessed against individual and company-wide objectives set at the beginning of the calendar year and reviewed throughout the year.

During the reporting period, the Remuneration Committee undertook a formal evaluation of the CEO and Senior Executives which was presented to the Board.

Principle 2 – Structure the board to be effective and add value

The board of a listed entity should be of an appropriate size and collectively have the skills, commitment and knowledge of the entity and the industry in which it operates, to enable it to discharge its duties effectively and to add value.

Recommendation 2.1

The board of a listed entity should:

a) have a nomination committee which:

1) has at least three members, a majority of whom are independent; and

2) is chaired by an independent director,

and disclose:

3) the charter of the committee;

4) the members of the committee; and

5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or

b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.

The Company has established a Governance Committee to perform the functions of a Nomination Committee, as outlined in the Governance Committee Charter, which is available on the Company's website at: https://weebit-nano.com/corporate-governance/.

During the reporting period, the Committee comprised independent Non-Executive Directors Atiq Raza (Chair), Ashley Krongold, and David (Dadi) Perlmutter. Effective 29 April 2025, Anne Templeman-Jones was appointed as both a member and Chair of the Committee, with Atiq Raza continuing as a member. The updated composition reflects the Board's commitment to maintaining strong governance and independent oversight.

The Governance Committee met during the financial year, with meeting attendance disclosed in the Directors' Report in the Company's 2025 Annual Report. As part of its responsibilities, the Committee reviewed and considered amendments to its Charter to ensure alignment with best practice and the Company's strategic needs.

In accordance with its Charter, the Committee is responsible for:

- Overseeing Board renewal, succession planning, and director performance evaluations;
- Reviewing Board composition and skills, including annual updates to the Board skills matrix;
- Advising on director induction and ongoing professional development;
- Evaluating and recommending candidates for Board and Committee roles;
- Leading periodic Board self-assessments and advising on strategies to enhance Board effectiveness; and
- Developing and monitoring governance policies, including conflict of interest and insider trading policies.

The process for appointing or re-electing Directors is governed by the Company's Constitution and the Governance Committee Charter, with further detail provided under Recommendation 1.2. Where appropriate, the Board may seek independent external advice to support its decisions on Board composition.

Principle 2 – Structure the board to be effective and add value (continued)

Recommendation 2.2

A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.

The details of the skill set of the current Board members are set out in the biographies of each Director in the Directors' Report in the Annual Report. The Board has adopted a Board Skills Matrix that sets out the mix of skills, experience, and diversity it seeks to maintain in its membership.

During the reporting period, the Board reviewed the Skills Matrix and undertook a formal assessment of the skills represented across its members. This assessment helps ensure that the Board continues to possess the capabilities required to support the Company's strategic objectives and governance responsibilities.

A summary of the key skills and experience of current Directors against those identified in the Board Skills Matrix is set out below:

SKILL	RELEVANCE TO WEEBIT	SUMMARY
1. Leadership	Held senior leadership role such as CEO or similar position in an organisation of significant size or complexity.	7
2. Financial Acumen	Proficiency in financial accounting and reporting, capital management and/or actuarial experience.	2 5
3. Strategy and Global Perspectives	Experience in leading, developing or executing strategic business objectives including bringing to bear a global perspective.	7
4. Governance (Australia)	Experience as a non-executive director of an ASX listed entity in Australia and/or understanding of legal and regulatory frameworks underpinning ASX corporate governance principles.	2 2 3
5. Governance (Global)	Experience as a non-executive director of a non-Australian listed corporation or company and/or understanding of global legal and regulatory frameworks.	5 2
6. Risk Management	Experience in identifying, assessing and monitoring systemic, existing and emerging financial and non-financial risks.	5 2
7. Digital and Technology	Experience in semi-conductor technology and innovation and the impact on customer experience.	4 1 2
8. Enhanced Customer Outcomes	Understanding of the changing needs of customers with a focus on improving their financial wellbeing and enhancing their experience.	5 2
9. Stakeholder Engagement	Experience in building and maintaining trusted and collaborative relationships with governments, regulators and/or community partners.	5 2
10. People and Culture	Understanding organisational culture, succession planning, and remuneration and reward frameworks.	5 2
11. Environmental and Social	Understanding the potential risks and opportunities from an environmental and social perspective.	1 4 2

- Advanced Experience = High level of competency, knowledge and experience and an advanced level of expertise.
- Relevant Experience = Has direct experience or relevant expertise.
- Minimal Experience = awareness only.

Principle 2 – Structure the board to be effective and add value (continued)

Recommendation 2.3

A listed entity should disclose:

a) the names of the directors considered by the board to be independent directors;

b) if a director has an interest, position or relationship that might raise issues about the independence of a director but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the is of that opinion; and

c) the length of service of each director.

The Board considers any interests, positions, or relationships that may impact independence as set out in the Recommendations. Where any such circumstances exist, the Board assesses on a case by case basis whether they materially interfere with the Director's ability to exercise independent judgment.

As at 30 June 2025, the Board comprised seven (7) Directors, five (5) of whom are considered Independent Non-Executive Directors. The Board has assessed the independence of each Director in accordance with the Recommendations and considers the following Directors to be independent:

- David (Dadi) Perlmutter (Non-Executive Chairman)
- Ashley Krongold
- Anne Templeman-Jones
- Naomi Simson
- Atiq Raza

Coby Hanoch is not considered independent because he is the Managing Director. Yoav Nissan-Cohen is also not considered independent as he transitioned from an Executive Director to a Non-Executive Director in August 2024.

The Board believes this current composition supports effective oversight, robust decision-making, and a diversity of perspectives.

The length of service of each Director, along with their qualifications and experience, is disclosed in the Directors' Report in the Company's 2025 Annual Report.

Recommendation 2.4

The majority of the board of a listed entity should be independent directors.

In accordance with Recommendation 2.4, the Board comprises a majority of Independent Non-Executive Directors. As noted under Recommendation 2.3, five of the seven Directors as at 30 June 2025 are considered independent.

The Board is satisfied that its current composition is appropriate for the Company, taking into account its size, resources, and operational complexity. The structure has been determined with regard to the collective and individual skills of the Directors, the nature of the Company's business, and the best interests of shareholders.

Independent judgment is maintained across all Board decision-making processes. All Directors are entitled to seek independent professional advice when required and believe they are able to objectively assess matters before them in accordance with their duties and in the interests of all shareholders.

Principle 2 – Structure the board to be effective and add value (continued)

Recommendation 2.5

The chair of the board of a listed entity should be an independent director, and in particular, should not be the same person as the CEO of the entity.

In accordance with Recommendation 2.5, the Chair of the Board, Mr. David (Dadi) Perlmutter, is an Independent Non-Executive Director. His role as Chair is separate from that of the Managing Director, who is responsible for the day-to-day management of the Company. This separation of roles supports effective governance and complies with the Recommendation that the positions of Chair and CEO not be held by the same individual.

On 5 August 2025, the Board appointed Ms. Anne Templeman-Jones as Deputy Chair to act in the role of Chair when the Chair is unavailable. The Deputy Chair also supports the Chair in fulfilling their duties in Board leadership and governance matters. The role also serves as a point of contact for Directors to discuss matters concerning Board performance or issues involving the Chair.

Recommendation 2.6

A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.

In line with Recommendation 2.6, the Board recognises the importance of ensuring Directors have the skills and knowledge required to perform their roles effectively. While a formal induction program has not yet been fully established due to the Company's size and stage of development, new Directors are provided with a comprehensive package of background information upon appointment and have direct access to key personnel to support their understanding of the business.

Following the appointment of Anne Templeman-Jones to the Board in January 2025, the Company reviewed and amended its induction approach based on her experience undertaking the onboarding process and feedback from other Directors. These updates aim to improve the clarity, relevance, and accessibility of information provided to new Directors and to better support their integration into the Board.

The Board continues to tailor onboarding support based on each Director's background and periodically reviews the need for ongoing professional development to ensure Directors remain equipped to discharge their duties effectively.

Principle 3 – Instil a culture of acting lawfully, ethically and responsibly

A listed entity should instil and continually reinforce a culture across the organisation of acting lawfully, ethically and responsibly.

Recommendation 3.1

A listed entity should articulate and disclose its values.

The Company is committed to promoting ethical, responsible, and transparent corporate conduct. Its core values have been communicated across the organisation and are publicly disclosed on the Company's website: https://weebit-nano.com/company-values/.

Principle 3 – Instil a culture of acting lawfully, ethically and responsibly (continued)

Recommendation 3.2

A listed entity should:

a) have and disclose a code of conduct for its directors, senior executives and employees; and

b) ensure that the board or a committee of the board is informed of any material breaches of the code.

The Company has adopted a Code of Conduct that applies to Directors, Senior Executives, and employees. The Code outlines the Company's legal and ethical obligations to its stakeholders and provides guidance on responsible decision-making and compliance. It ensures that the Board or its relevant committee is informed of any material breaches.

During the previous financial year, the Company undertook a comprehensive review of the Code to ensure alignment with current legal, regulatory, and stakeholder expectations. As a result, the Code was updated to strengthen provisions around ethical conduct and compliance reporting.

The Code is approved by the Board and is subject to periodic review, and is available on the Company's website in the Corporate Governance section: https://www.weebit-nano.com/corporate-governance/.

In accordance with ASX Listing Rule 12.9, the Company has also adopted a Securities Trading Policy that applies to all Directors, Senior Executives and employees. The Policy outlines:

- Blackout periods during which Directors, employees, and contractors must not deal in the Company's securities;
- Types of trading activity that are exempt from the policy; and
- Procedures for obtaining written clearance to trade in exceptional circumstances.

The Securities Trading Policy forms part of the Company's corporate governance framework and is available to all staff and on the Company's website: https://weebit-nano.com/corporate-governance/.

Recommendation 3.3

A listed entity should:

a) have and disclose a whistleblower policy; and

b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.

The Board has developed a Whistleblower Policy that applies to all Directors, employees, contractors, and officers. The Policy outlines procedures for reporting misconduct and is applicable across all jurisdictions in which Weebit operates. The Board has implemented processes to investigate incidents, protecting the rights of any person raising an issue and ensures that investigation findings and any material breaches are reported to the Board.

The Policy is reviewed on an annual basis to ensure ongoing alignment with legal, ethical, and regulatory standards, as well as stakeholder expectations. The Policy provides guidance on ethical decision-making, whistleblower protections, and compliance reporting.

The Policy is approved by the Board and is publicly available on the Company's website in the Corporate Governance section: https://weebit-nano.com/corporate-governance/.

Principle 3 – Instil a culture of acting lawfully, ethically and responsibly (continued)

Recommendation 3.4

A listed entity should:

a) have and disclose an anti-bribery and corruption policy; and

b) ensure that the board or a committee of the board is informed of any material breaches of that policy.

The Board has adopted an anti-bribery and corruption policy, which applies to all Directors, employees, contractors and officers. Material breaches of the policy will be reported to the Board.

A copy of the Company's anti-bribery and corruption policy is publicly available in the Corporate Governance section of the Company's website at https://weebit-nano.com/corporate-governance/.

Principle 4 – Safeguard the integrity of corporate reports

A listed entity should have appropriate processes to verify the integrity of its corporate reports.

Recommendation 4.1

The board of a listed entity should:

a) have an audit committee which:

1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and

2) is chaired by an independent director, who is not the chair of the board,

and disclose:

3) the charter of the committee;

4) the relevant qualifications and experience of the members of the committee; and

5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendance of the members at those meetings; or

b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.

In accordance with Recommendation 4.1, the Board has established a Finance, Audit and Risk Committee to assist in overseeing financial reporting, audit processes, and risk management. The Committee operates under a formal Charter, which is publicly available on the Company's website: https://weebit-nano.com/corporate-governance/.

During the reporting period, the Committee comprised Independent Non-Executive Directors Ashley Krongold (Chair), Dadi Perlmutter (Board Chair), and Naomi Simson. Following a governance review, and effective from 29 April 2025, Anne Templeman-Jones was appointed as a fourth member of the Committee. All members are independent Non-Executive Directors. The Committee is chaired by an Independent Director who is not the Chair of the Board, in accordance with ASX requirements.

The Committee met regularly during the financial year, with meeting attendance disclosed in the Directors' Report. As part of its governance responsibilities, the Committee also undertook a review of its Charter during the reporting period to ensure it remains aligned with the Company's evolving needs and best practice standards.

Principle 4 – Safeguard the integrity of corporate reports (continued)

In relation to its responsibilities to verify the integrity of its corporate reports, the Committee's responsibilities include but are not limited to:

- **Corporate Reporting:** Review financial statements and related disclosures, assess accounting policies and estimates, evaluate audit findings, and recommend approval of financial reports. Ensure consistency and transparency in investor communications;
- **External Audit:** Oversee the external audit process, including auditor appointment, independence, scope, performance, and fees. Review audit plans, reports, and any significant issues or disagreements with management;
- **Internal Audit:** Determine the need for an internal audit function. If implemented, oversee its effectiveness, approve the internal audit charter and plan, and review audit findings and remediation actions;
- **Risk Management and Internal Controls:** Monitor the effectiveness of risk identification and management processes, including cyber security and fraud. Review internal controls, insurance coverage, and disclosures in the corporate governance statement; and
- **Compliance and Ethics:** Oversee compliance with laws, regulations, internal policies, and ethical standards. Monitor related party transactions and ensure financial statements reflect a true and fair view.

The qualifications and experience of Committee members are detailed in the Directors' Report within the Company's 2025 Annual Report.

Recommendation 4.2

The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

Before approval of the financial statements the Board received a written declaration and assurance from the CEO and the CFO in accordance with section 295A of the Corporations Act.

The Board has also received from the CEO and the CFO written affirmations concerning the Company's financial statements as set out in the Directors' Declaration.

Recommendation 4.3

A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.

The Board and/or the Continuous Disclosure Committee and relevant Senior Management review and verify any periodic corporate report that is released to the market that has not been audited or reviewed by an external auditor.

Any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor undergoes an independent verification process before release.

Principle 5 – Make timely and balanced disclosure

A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.

Recommendation 5.1

A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.

In accordance with Recommendation 5.1, the Company maintains a written Continuous Disclosure Policy to ensure compliance with its obligations under ASX Listing Rule 3.1.

The Policy is reviewed annually to ensure it remains current and effective. To support its implementation, the Board operates a Continuous Disclosure Committee and has established formal disclosure processes alongside the Policy. These mechanisms are designed to ensure timely identification, assessment, and disclosure of material information to the market.

During the reporting period, the Company undertook a comprehensive review of the Policy and identified several enhancement opportunities. These improvements, aimed at strengthening the Company's compliance framework and market communication practices, were adopted by the Board.

The updated Policy outlines the Company's approach to continuous disclosure, including procedures for financial market communications, media engagement, and internal reporting of potentially material information.

To make sure the Company complies with its continuous disclosure obligations, the Company has established a Disclosure Committee which requires at least three Directors (including the Chairman, the CEO and one Australian-resident Non-Executive director) to form a quorum.

The Continuous Disclosure Policy is available in the Corporate Governance section of the Company's website: https://weebit-nano.com/corporate-governance/.

Recommendation 5.2

A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.

In accordance with Recommendation 5.2 and the Company's Continuous Disclosure Policy, the Board receives copies of all material market announcements promptly after they are released to the market.

Recommendation 5.3

A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.

The Company ensures that all investor presentations, including any new and substantive investor or analyst presentations, are lodged with the ASX ahead of the presentation.

Principle 6 – Respect the rights of security holders

A listed entity should provide its security holders with appropriate information and facilities to allow them to exercise their rights as security holders effectively.

Recommendation 6.1

A listed entity should provide information about itself and its governance to investors via its website.

The Company keeps investors informed of its corporate governance, financial performance and prospects via its website: www.weebit-nano.com. Investors can access copies of all announcements to the ASX, notices of meetings, annual reports and financial statements via https://weebit-nano.com/asx-announcements/, and Investor presentations via https://weebit-nano.com/presentations-and-webcasts/. Investors can access general information regarding the Company and the structure of its business by accessing the Company's website at https://weebit-nano.com/about/.

Recommendation 6.2

A listed entity should have an investor relations program that facilitates effective two-way communication with investors.

The Board aims to ensure that shareholders are informed of all major developments affecting the Company. In accordance with the Recommendations, information is communicated to shareholders as follows:

- the annual financial report which includes relevant information about the operations of the Company during the year, changes in the state of affairs of the entity and details of future developments, in addition to the other disclosures required by the *Corporations Act 2001*;
- the quarterly cash flow and activities report, and half yearly financial report lodged with the Australian Securities Exchange (ASX);
- notifications relating to any proposed major changes in the Company which may impact on share ownership rights that are submitted to a vote of shareholders;
- notices of all meetings of shareholders;
- publicly released documents including full text of notices of meetings and explanatory material made available on the Company's website at www.weebit-nano.com;
- disclosure of the Company's Corporate Governance practices on the entity's website; and
- email and other electronic means.

In addition to the abovementioned communication methods, the Company has maintained an active investor relations program to facilitate effective two-way communication with relevant equity market stakeholders. This program includes face to-face meetings with investors, broker analysts and proxy firms as well as responding to shareholder enquiries as appropriate. The Company utilises public investor webcasts and conference calls for key announcements such as the quarterly reports. To ensure that shareholders can obtain all relevant information to assist them in exercising their rights as shareholders, the Company has made available an email address (info@weebit-nano.com) and relevant contact for shareholders to make their enquiries.

The Board encourages effective participation at the Company's General Meetings by providing opportunity for shareholders to ask questions of the Company's Directors and auditors.

The Company encourages shareholders to receive Company information electronically by registering their email address online with the Company's shareholder registry. The Company also allows shareholders to communicate electronically with the Company and share registry including providing shareholders the ability to submit proxy voting instructions online.

Principle 6 – Respect the rights of security holders (continued)

Recommendation 6.3

A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.

The Board encourages full participation of security holders at its General Meetings to ensure a high level of accountability and identification with the Company's strategy and goals. Before and during the General Meetings, the security holders are invited to raise questions regarding the operations and performance of the Company.

Recommendation 6.4

A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.

All resolutions put to security holders at a meeting of security holders are decided by a poll.

Recommendation 6.5

A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.

The Company provides its security holders the option to receive communications from and send communications to, the Company and the share registry electronically.

Principle 7 – Recognise and manage risk

A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.

Recommendation 7.1

The Board of a listed entity should:

a) have a committee(s) to oversee risk, each of which:

1) has at least three members, a majority of whom are independent directors; and

2) is chaired by an independent director,

and disclose:

3) the charter of the committee;

4) the members of the committee; and

5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings.

b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.

In accordance with Recommendation 7.1, the Board has established a Finance, Audit and Risk Committee to oversee the Company's risk management framework and related governance responsibilities.

This Committee also fulfils the functions outlined under Recommendation 4.1, including oversight of financial reporting and audit processes. For further details on the Committee's composition, and responsibilities, refer to the disclosure under Recommendation 4.1.

Principle 7 – Recognise and manage risk (continued)

Recommendation 7.2

The board or a committee of the board should:

a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the Board; and

b) disclose, in relation to each reporting period, whether such a review has taken place.

The Board recognises the inherent risks associated with the Company's operations, including technological, legal, and operational risks. Risk is monitored on an ongoing basis, and the Board continually reviews the Company's activities to identify, assess, and manage key business risks.

Throughout the reporting period, the Board reviewed and approved an Enterprise Risk Assessment report prepared by Deloitte on the Company's risk profile, framework, and risk appetite.

Recommendation 7.3

A listed entity should disclose:

a) if it has an internal audit function, how the function is structured and what role it performs; or

b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.

Due to the Company's scale, it does not have a formal Internal Audit function. However, responsibility for risk management and maintenance of internal controls lies with several executives including the Chief Executive Officer and Chief Financial Officer as well as the Finance, Audit and Risk Committee and the Governance Committee, who evaluate, monitor and report on compliance with the Company's policies and procedures and its legal and regulatory obligations and oversee any required remedial activities.

Recommendation 7.4

A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.

In accordance with Recommendation 7.4, the Company actively monitors and reviews key risks, including economic, environmental, and social risks, under the oversight of the Finance, Audit and Risk Committee.

As at the time of reporting, the Company has no material exposure to environmental or social sustainability risks. However, the Company remains committed to transparency and continuous improvement in these areas and is currently undertaking a gap analysis of Environmental, Social and Governance (ESG) risks.

In August 2025, the Company published a dedicated ESG Report, outlining its approach to sustainability, stakeholder engagement, and responsible business practices. This report reflects the Company's ongoing efforts to identify, assess, and manage environmental and social risks, and is intended to support future disclosures and strategic planning.

Principle 8 – Remunerate fairly and responsibly

A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for security holders and with the entity's values and risk appetite.

Recommendation 8.1

The board of a listed entity should:

a) have a remuneration committee which:

1) has at least three members, a majority of whom are independent directors; and

2) is chaired by an independent director, and disclose:

3) the charter of the committee;

4) the members of the committee; and

5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or

b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.

In accordance with Recommendation 8.1, the Board has established a Remuneration Committee to assist in overseeing the Company's remuneration framework and practices. Where relevant and appropriate, the Committee engages external consultants to performance external benchmarking analysis. The Committee operates under a formal Charter, which is publicly available on the Company's website: https://weebit-nano.com/corporate-governance/.

During the reporting period, the Committee comprised Independent Non-Executive Directors David (Dadi) Perlmutter (Chair), Ashley Krongold, and S. Atiq Raza. Following a governance review, and effective from 29 April 2025, the composition of the Committee was updated to include Naomi Simson (Chair), Ashley Krongold, Yoav Nissan-Cohen, and David (Dadi) Perlmutter. This change reflects the appointment of Ms. Simson as both a member and Chair, the appointment of Mr. Nissan-Cohen, and the resignation of Mr. Raza.

All members are Non-Executive Directors, and a majority are independent. The Committee is chaired by an Independent Director who is not the Chair of the Board, in accordance with ASX requirements.

The Committee met as required during the financial year, with meeting attendance disclosed in the Directors' Report of the Company's 2025 Annual Report. As part of its governance responsibilities, the Committee also undertook a review of its Charter and delegated responsibilities during the reporting period to ensure alignment with the Company's strategic objectives and evolving governance standards. The Charter is now subject to review on an annual basis.

The Committee's responsibilities include but are not limited to:

- **Annual Compensation Review:** Oversee the Company's reward framework and policies, recommend remuneration arrangements for the Managing Director, CEO, and Executives, assess the adequacy of the independent director fee pool, and monitor market benchmarks ahead of the AGM;
- **Employee Share Plan Oversight:** Monitor long-term and short-term incentive plans, including eligibility, plan terms, performance-based vesting outcomes, and the exercise of Board discretion;
- **Compensation Policies:** Review, approve, and monitor compensation policies for all employees, including any changes or exceptions;

Principle 8 – Remunerate fairly and responsibly (continued)

- **Benchmark Management:** Approve the list of peer companies used for market benchmarking of remuneration;
- **Bonus KPI Management:** Approve processes for setting and evaluating performance targets and accountabilities for Senior Executives, including annual bonus KPIs and performance grading; and
- **Senior Management Promotions:** Review and approve promotions and appointments at the VP and senior management level, with final approval by the Board.

The qualifications and experience of Committee members are detailed in the Directors' Report within the Company's 2025 Annual Report.

Recommendation 8.2

A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.

In accordance with Recommendation 8.2, the Company separately discloses its policies and practices regarding the remuneration of Non-Executive Directors, Executive Directors, and other Senior Executives.

Details of the Company's remuneration policies are set out in the 'Remuneration Report' included in each Annual Report. This includes a summary of the Company's approach to fixed and performance-based remuneration, including policies on deferral, reduction, cancellation, or claw-back of performance-based components in the event of serious misconduct or a material misstatement in the Company's financial statements.

During the reporting period, the Remuneration Committee met to review the Company's remuneration policy and framework. As part of this review, the Committee considered market benchmarks, governance expectations, and alignment with the Company's strategic objectives, and made recommendations to the Board regarding potential refinements to the remuneration structure.

Recommendation 8.3

A listed entity which has an equity-based remuneration scheme should:

a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and

b) disclose that policy or a summary of it.

In accordance with Recommendation 8.3, the Company maintains a policy that prohibits participants in equity-based remuneration schemes from entering into transactions that limit the economic risk of their participation.

In accordance with ASX Listing Rule 12.9, the Company has also adopted a Securities Trading Policy that applies to all directors, senior executives and employees. The Company's Securities Trading Policy expressly prohibits Directors, Officers, and Employees from engaging in transactions, whether through derivatives or other mechanisms, that hedge or otherwise limit the economic exposure of their holdings in Company securities or unvested entitlements under any equity-based remuneration schemes.

Additional recommendations that apply only in certain cases

The following additional recommendations apply to the entities described within them.

Recommendation 9.1

A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.

All Directors and Officers of the Company speak and understand English, which is the language in which Board and security holder meetings are conducted and in which key corporate documents are written. As such, no additional processes are required to support language comprehension or participation in Board discussions.

Recommendation 9.2

A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.

The Company is an Australian public company listed on the Australian Securities Exchange with headquarters in Israel and a significant presence in France. The Company ensures that meetings of security holders are held at a reasonable place and time to facilitate meaningful participation. This includes consideration of time zones, accessibility, and the use of virtual meeting technology where appropriate.

Recommendation 9.3

A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.

The Company ensures that its external auditor attends the Annual General Meeting (**AGM**) and is available to answer questions from security holders relevant to the audit.

The external auditor is invited to and attends the AGM and is available to respond to questions regarding the conduct of the audit, the preparation and content of the auditor's report, and the accounting policies adopted by the Company. In accordance with section 249K of the *Corporations Act 2001*, the auditor is provided with a copy of the notice of meeting and all related communications sent to shareholders.

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