NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

ASX RELEASE

Wisr Share Purchase Plan Offer Opens

Sydney, 07 June 2021 - Wisr Limited (ASX: WZR) (ACN 004 661 205) ("Wisr", or the **"Company")** is pleased to announce that its Share Purchase Plan ("SPP") announced on 1 June 2021 opens today. The SPP follows the completion of a $50 million institutional placement (**"Placement"**).

The SPP aims to raise approximately $5 million and is not underwritten. Wisr may decide to accept applications that result in the SPP raising more or less than this amount in its absolute discretion.

Under the terms of the SPP, holders of Wisr's shares at 7.00pm (Sydney time) on Monday, 31 May 2021 and whose registered address is in Australia or New Zealand will be entitled to subscribe for up to $30,000 of new fully paid ordinary shares in Wisr (the **"SPP Shares"**) free of any brokerage, commissions and transaction costs. The SPP Shares will rank equally in all respects with Wisr's existing ordinary shares from the date of allotment.

The issue price of the SPP Shares will be $0.25, being the issue price under the Placement.

A copy of the SPP booklet, which contains full details of the terms and conditions of the SPP and a timetable, is attached. SPP booklets are being dispatched to eligible shareholders today. The closing date for SPP applications is 5.00pm (Sydney time) on Monday, 21 June 2021.

Eligible shareholders are encouraged to read the SPP booklet carefully, and if in any doubt about whether to apply for SPP Shares, they should consult a financial or professional adviser.

For further information, eligible shareholders can contact Wisr's share registry, Computershare Investor Services Pty Limited on 1300 855 080 (within Australia) or +61 3 9415 4000 (outside Australia) between 9.00am and 5.00pm Monday to Friday.

-ends-

This announcement has been approved in accordance with the Company's Continuous Disclosure Policy and authorised for release by the Board of Directors.

For further investor enquiries, please contact:
Vanessa Chidrawi
Company Secretary
E: investor@wisr.com.au

About Wisr Limited
Wisr (ASX: WZR) is Australia's first neo-lender with a commitment to the financial wellness of all Australians, through providing a smarter, fairer and wiser collection of financial products and services. Wisr provides a unique Financial Wellness Platform underpinned by consumer finance products, the Wisr App to help Australians pay down debt, multiple credit score comparison service WisrCredit.com.au, combined with content and other products that use technology to provide better outcomes for borrowers, investors and everyday Australians.

For more information visit www.wisr.com.au

IMPORTANT NOTICES
Not for distribution or release in the United States
This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or any other jurisdiction in which such an offer or solicitation would be illegal. New shares of the Company (**"New Shares"**) have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (**"U.S. Securities Act"**) or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares may not be offered or sold, directly or indirectly, to, persons in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any other applicable securities law of any state or other jurisdiction of the United States. This announcement may not be released or distributed in the United States.

Nothing in this announcement constitutes investment, legal, tax or other advice. You should seek appropriate professional advice before making an investment decision.

WISR LIMITED SHARE PURCHASE PLAN BOOKLET

Wisr Limited ACN 004 661 205

This is an important document and requires your immediate attention. You should read this Booklet in full.

Eligible Shareholders have the opportunity to participate in the Share Purchase Plan offer by applying for up to $30,000 of new Shares without incurring brokerage or other transaction costs. Details of the offer and how to participate are set out in this Booklet.

Applications for new Shares under the SPP must be received by 5.00 pm (Sydney time) on Monday, 21 June 2021.

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Important information

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

This document may not be distributed or released in the United States. This document does not constitute an offer to sell, or a solicitation of an offer to buy, any Shares in the United States or in any jurisdiction in which such an offer would be illegal. The Shares to be offered and sold under the SPP have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any U.S. state or other jurisdiction of the United States, and may not be offered or sold, directly or indirectly, to persons in the United States except in a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act and applicable securities laws of any U.S. state or other jurisdiction of the United States. Accordingly, the new Shares will only be offered and sold to persons who are outside the United States and who are not acting for the account or benefit of a person in the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act.

LETTER FROM THE CHAIRMAN

Monday, 7 June 2021

Dear Shareholder

On behalf of the directors of Wisr Limited (**Wisr**), I am pleased to offer you the opportunity to participate in a share purchase plan (**SPP**), pursuant to which Eligible Shareholders may apply to subscribe for up to $30,000 of new Shares in Wisr (**SPP Shares**) without incurring brokerage or other transaction costs.

The SPP aims to raise approximately $5 million and is not underwritten. Wisr reserves the right to increase the size of the SPP or scale back applications under the SPP at its discretion. The SPP follows an underwritten institutional placement through which, as Wisr announced on Wednesday, 2 June 2021, Wisr successfully raised $50 million before costs (**Placement**).

The SPP offers Eligible Shareholders an opportunity to reduce dilutionary impacts of the Placement at the price paid for Wisr shares under the Placement.

The proceeds from the Placement and SPP will provide enhanced funding flexibility to further accelerate Wisr's growth strategy. This includes to:

- accelerate the pace of loan book growth toward Wisr's medium term target of a $1 billion loan book;
- invest in Wisr's technology stack to provide enhanced features; and
- expand Wisr's total achievable market by exploring new markets and growth opportunities.

The Issue Price for the SPP Shares will be a fixed price of $0.25 being the price at which new Shares were issued under the Placement.

Participation in the SPP is voluntary and is open to all Eligible Shareholders, being holders of Shares in Wisr at 7.00pm (Sydney time) on Monday, 31 May 2021 (**Record Date**) and whose address on the Register is in Australia or New Zealand.

Details on how to apply under the SPP are set out in sections 3 and 4 of this Booklet. The fastest and easiest way to apply and pay is by BPAY®. Alternatively, you can complete and return the enclosed personalised Application Form with a cheque to Wisr's share registry – Computershare Investor Services Pty Limited. Please ensure that the registry receives your application and payment by the Closing Date (expected to be 5.00pm (Sydney time) on Monday, 21 June 2021).

Wisr may decide to accept applications (in whole or in part) that result in the SPP Offer raising more or less than $5 million in its absolute discretion. The $5 million SPP Offer amount was chosen to provide existing retail shareholders with a meaningful opportunity to continue to invest in Wisr, having regard to both the size of the Placement and the number of retail Eligible Shareholders.

This Booklet and its attachments set out the details and terms and conditions of the SPP Offer. We encourage you to read the enclosed material and seek your own independent advice in relation to the SPP Offer before you decide whether to participate.

If you have any questions about the SPP Offer please contact Wisr's share registry, Computershare Investor Services Pty Limited, on 1300 855 080 (within Australia) or +61 3 9415 4000 (outside Australia) 9.00am to 5.00pm (AEST) Monday to Friday.

On behalf of the directors of Wisr, we invite you to participate in the SPP Offer and thank you for your continued support of Wisr.

Yours faithfully

John Nantes
Chairman

1. **Summary of important dates**

Event	Date
Record Date (the date that eligibility to participate in the SPP was determined)	7.00 pm (Sydney time), Monday, 31 May 2021
Opening Date for applications	Monday, 7 June 2021
Closing Date for applications	5.00 pm (Sydney time), Monday, 21 June 2021
Results of SPP announced	Thursday, 24 June 2021
Allotment of SPP Shares	Tuesday, 29 June 2021
SPP Shares commence normal trading on ASX	Wednesday, 30 June 2021
Despatch of holding statements	Wednesday, 30 June 2021
This timetable is indicative only and subject to change. Wisr reserves the right to alter the dates above at its discretion and to accept applications for SPP Shares that are received after the Closing Date, subject to the Listing Rules and Corporations Act. All references to times in this Booklet are to Sydney time.	

2. Summary of SPP

You should read this section in conjunction with the terms and conditions of the SPP Offer set out in section 3 of this Booklet.

Key SPP details	Summary
SPP Offer	Eligible Shareholders of Wisr may subscribe for up to $30,000 of SPP Shares without brokerage or other transaction costs.
Purpose of the SPP	The proceeds of the Placement and SPP will be used to provide enhanced financial flexibility to further accelerate Wisr's growth strategy. This includes to: • accelerate the pace of loan book growth toward Wisr's medium term target of a $1 billion loan book; • invest in Wisr's technology stack to provide enhanced features; and • expand Wisr's total achievable market by exploring new markets and growth opportunities. Further details about the purpose of the Placement and SPP are included in Wisr's ASX announcement released on Tuesday, 1 June 2021, which we encourage you to read.
Voluntary participation	Participation in the SPP Offer is entirely voluntary. Before you decide whether to participate in the SPP Offer, Wisr recommends you seek independent financial advice from your stockbroker, accountant or other professional adviser. If you do not wish to participate in the SPP Offer, do nothing.
Issue Price of the SPP Shares	The SPP Shares are offered at the Issue Price, which is a fixed price of $0.25, being the price paid by institutional investors in the Placement. There is a risk that the market price of Shares may rise or fall between the date of this Booklet and the time of issue of SPP Shares under the SPP Offer. This means that the price you pay for the SPP Shares issued to you may be less than or more than the market price of Shares at the date of this Booklet or the time of issue. Your application is unconditional and may not be withdrawn even if the market price of Shares is less than the Issue Price.
Eligible Shareholders	Eligible Shareholders are eligible to participate in the SPP Offer, being Shareholders who were registered holders of Shares at 7.00 pm (Sydney time) on Monday, 31 May 2021 with a registered address in either Australia or New Zealand as shown on the Register. The SPP Offer is also being extended to Eligible Shareholders who are Custodians or nominees to participate in the SPP Offer on behalf of Eligible Beneficiaries on the terms and conditions provided in this Booklet. Notwithstanding the foregoing, Shareholders in the United States are not eligible to participate in the SPP Offer. Similarly, Shareholders who hold Shares on behalf of persons in the United

Key SPP details	Summary
	States, or are acting for the account or benefit of persons in the United States, are not eligible to participate in the SPP Offer on behalf of those persons.
Not transferable	The SPP Offer cannot be transferred.
Investment amount	Eligible Shareholders may apply for SPP Shares in parcels valued at $2,000, $5,000, $10,000, $15,000, $20,000, $25,000 or $30,000. The number of SPP Shares issued to an applicant will be rounded down to the nearest whole number after dividing the application monies by the Issue Price. The balance of any application money that is not applied to acquire SPP Shares (as a result of rounding) will be refunded to you without interest.
How to apply	If you wish to participate in the SPP, you need to do one of the following: **Option 1: Apply via BPAY®** This is the fastest and easiest way to apply. To apply via BPAY® you will need to: • use the personalised reference number that is required to identify your shareholding as shown on your personalised Application Form that accompanies this Booklet; • be an account holder with an Australian branch of a financial institution; and • ensure that your payment for the appropriate amount is received by the Registry before **5.00 pm (Sydney time) on Monday, 21 June 2021**. Financial institutions may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration when making payment. You can only make payment via BPAY® if you are the holder of an account with an Australian branch of a financial institution that supports BPAY® transactions. If you are paying via BPAY®, there is no need to return the Application Form but you will be taken to have unconditionally agreed to the terms and conditions of the SPP Offer as set out in this Booklet. **Option 2: Pay by cheque by applying using your personalised Application Form** Please complete the personalised Application Form that accompanies this Booklet and return it with your cheque made payable to "**Wisr Limited**", drawn on an Australian branch of a financial institution and crossed "**Not Negotiable**" in the enclosed reply envelope to: **Mailing address**: Wisr Limited C/- Computershare Investor Services Pty Limited GPO Box 505 Melbourne VIC 3001

Key SPP details	Summary
	Shareholders in New Zealand will need to affix the appropriate postage to the reply envelope. Your completed Application Form and cheque for the appropriate amount must be received by the Registry prior to the close of the SPP Offer at **5.00 pm (Sydney time) on Monday, 21 June 2021**. Wisr reserves the right, but is not obligated, to accept applications for SPP Shares that are received after that time.
Rights attached to SPP Shares	SPP Shares will rank equally with all other Shares on issue.
Custodians and nominees	The SPP Offer is being extended to Eligible Shareholders who are Custodians or nominees and who wish to apply for SPP Shares on behalf of certain Eligible Beneficiaries. The SPP is being offered to Custodians and nominees as the registered Shareholder. Custodians and nominees are not required to participate on behalf of their Eligible Beneficiaries. Custodians and nominees may choose whether or not to extend the SPP Offer to their Eligible Beneficiaries. Notwithstanding the foregoing, Custodians and nominees may not participate in the SPP Offer on behalf of, and may not distribute this Booklet or any documents relating to this SPP Offer to, any person in the United States. In the event that a Custodian or nominee is acting for the account or benefit of a person in the United States, it is not permitted to participate in respect of that person. If you wish to apply as a Custodian or nominee under the SPP Offer to receive SPP Shares for one or more Eligible Beneficiaries, you must complete and submit an additional '**Custodian Certificate**' that contains further certifications and details (as required under the terms of ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547) before your application will be accepted. Applications by Custodians or nominees that are not accompanied by a duly completed Custodian Certificate will be rejected. By applying as a Custodian on behalf of Eligible Beneficiaries to purchase SPP Shares, you certify (amongst other things) that each Eligible Beneficiary has not exceeded the $30,000 limit. To request a Custodian Certificate or for further information about the custodian application process, please contact the Registry on 1300 855 080 (within Australia) or +61 3 9415 4000 (outside Australia) 9.00am to 5.00pm (AEST) Monday to Friday. A Custodian will be ineligible to participate in the SPP Offer if their participation would be in breach of ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547.
Allotment of SPP Shares	The SPP Shares are expected to be allotted on Tuesday, 29 June 2021 and commence normal settlement trading on Wednesday, 30 June 2021.

Key SPP details	Summary
	Holding statements are expected to be despatched on or around Wednesday, 30 June 2021.
Oversubscriptions and scale back	The amount that each Eligible Shareholder can apply for under the SPP Offer is capped at $30,000. The SPP aims to raise approximately $5 million. The $5 million SPP Offer amount was chosen to provide existing retail shareholders with a meaningful opportunity to continue to invest in Wisr, having regard to both the size of the Placement and the number of retail Eligible Shareholders. Wisr may decide to accept applications (in whole or in part) that result in the SPP raising more or less than this amount in its absolute discretion. Wisr may scale back the number of SPP Shares that will be issued under this SPP. If this happens you may be issued less than the parcel of SPP Shares for which you applied. The balance of any application money that is not applied to acquire SPP Shares will be refunded to you without interest. If the scale back produces a fractional number of new Shares when applied to your parcel, the number of new Shares you will be issued will be rounded down to the nearest whole number of new Shares.
Refunds	Any application monies refunded by Wisr will be paid by cheque or direct credit (the payment method will be determined by Wisr in its absolute discretion) in Australian currency. By applying for SPP Shares, each Shareholder authorises Wisr to pay any monies to be refunded by using the payment instructions of the Shareholder recorded in the Registry's records if Wisr should elect to pay in this manner. Any refunds are expected to be paid on or around Wednesday, 30 June 2021.
Risks associated with participating in the SPP	There are a number of risks associated with any investment, including those specific to Wisr and its business, and more general market risks. Wisr recommends that you monitor the Wisr share price and any Wisr announcements, which can be found on Wisr's website at www.wisr.com.au or on the ASX website at www.asx.com.au (ASX code: **WZR**).
More information	If you have any questions in relation to how to participate in the SPP, please contact the Registry on 1300 855 080 (within Australia) or +61 3 9415 4000 (outside Australia) 9.00am to 5.00pm (AEST) Monday to Friday or consult your financial or other professional adviser. If you have any questions in relation to whether an investment in Wisr through the SPP Offer is appropriate for you, please contact your stockbroker, accountant or other professional adviser.

3. SPP Terms and Conditions

Important notice and disclaimer

This Booklet does not provide financial advice and has been prepared without taking account of any person's investment objectives, financial situation or particular needs. You should consider the appropriateness of participating in the SPP Offer having regard to your investment objectives, financial situation or particular needs. Shareholders should seek independent financial and taxation advice before making any investment decision in relation to these matters.

The offer of SPP Shares under the SPP Offer is made in accordance with *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*, which grants relief from the requirement for Wisr to provide prospectus disclosure in relation to the SPP Offer. This Booklet does not constitute a prospectus or product disclosure statement, and has not been lodged with ASIC. The issue of a prospectus or product disclosure statement is not required for the purpose of the SPP Offer. You must rely on your own knowledge of Wisr, previous disclosure made by Wisr to ASX and if necessary, consult with your professional adviser when deciding whether or not to participate in the SPP Offer.

If you participate in the SPP Offer by completing and returning the Application Form or by making a payment by BPAY®, you are accepting the risk that the market price of Shares may change between the Record Date, the date on which you send the Application Form to the Registry or make a payment by BPAY® and the Allotment Date. This means that, up to and/or after the Allotment Date, you may be able to buy Shares on ASX at a lower price than the Issue Price.

Please read these terms and conditions carefully, as you will be bound by them in participating in the SPP Offer. Shareholders accepting the SPP Offer will also be bound by the constitution of Wisr.

The previous sections of this Booklet and the Application Form form part of these terms and conditions.

3.1 Offer

(a) Wisr offers each Eligible Shareholder the opportunity to purchase up to $30,000 of SPP Shares under the SPP Offer subject to and in accordance with the terms and conditions set out below, in the previous sections of this Booklet and the Application Form (**SPP Offer**).

(b) The SPP Offer opens on Monday, 7 June 2021 and closes at 5.00 pm (Sydney time) on Monday, 21 June 2021 (or such other date as Wisr determines, in its absolute discretion).

(c) Participation in the SPP is voluntary. If you choose not to participate in the SPP, your right to participate lapses at the Closing Date, being 5.00 pm (Sydney time) on Monday, 21 June 2021 (or such other date as Wisr determines, in its absolute discretion). Wisr reserves the right, but is not obligated, to accept applications for SPP Shares that are received after that time.

(d) The SPP Offer is non-transferable and, therefore, Eligible Shareholders cannot transfer their right to purchase SPP Shares to a third party.

(e) The SPP Offer to each Eligible Shareholder (whether as a Custodian or on its own account) is made on the same terms and conditions.

(f) All references to $ or dollars in this Booklet are references to Australian dollars unless otherwise indicated.

3.2 **Eligible Shareholders**

(a) You are eligible to participate in the SPP Offer if you:

(i) were registered on the Register as a Shareholder at 7.00 pm (Sydney time) on Monday, 31 May 2021 (**Record Date**);

(ii) had a registered address in either Australia or New Zealand at that time as shown on the Register; and

(iii) are not in the United States and are not acting for the account or benefit of a person in the United States (or, in the event that you are acting for the account or benefit of a person in the United States, you are not participating in the SPP Offer in respect of that person).

(b) The SPP Offer is also extended to Eligible Shareholders who are Custodians or nominees, in accordance with sections 3.3(b) and 3.4(e) below.

(c) The SPP Offer is not made to Shareholders with a registered address outside of Australia and New Zealand.

Shareholders in the United States are not eligible to participate in the SPP Offer. Similarly, Shareholders who hold Shares on behalf of persons in the United States, or are acting for the account or benefit of persons in the United States, are not eligible to participate in the SPP Offer on behalf of those persons.

3.3 **Joint holders and Custodians and nominees**

(a) If two or more persons are registered on the Register as jointly holding Shares, they are taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder and a certification given by any of them is taken to be a certification given by all of them.

(b) Subject to these terms and conditions, Eligible Shareholders who are Custodians or nominees may participate in the SPP Offer on behalf of each Eligible Beneficiary on whose behalf the Custodian or nominee is holding Shares. Due to legal restrictions, Custodians and nominees may not distribute this Booklet to any person in, and may not participate in the SPP Offer on behalf of any beneficial Shareholder in the United States. In the event that a Custodian or nominee is acting for the account or benefit of a person in the United States, it is not permitted to participate in respect of that person.

3.4 **Applications for SPP Shares**

(a) Eligible Shareholders may apply for SPP Shares in parcels valued at $2,000, $5,000, $10,000, $15,000, $20,000, $25,000 or $30,000.

(b) No brokerage or other transaction costs will apply to the acquisition of SPP Shares.

(c) Eligible Shareholders who wish to apply for SPP Shares must either:

(i) **make a payment for the appropriate amount via BPAY®** in accordance with the instructions on the Application Form so that it is received prior to **5.00 pm (Sydney time) on Monday, 21 June 2021**; or

(ii) **complete the enclosed Application Form** and forward it with a cheque drawn for the appropriate amount from an Australian branch of a financial institution made payable to "**Wisr Limited**" and crossed "**Not Negotiable**" in the enclosed reply envelope so that it is received prior to **5.00 pm (Sydney time) on**

Monday, 21 June 2021. Shareholders in New Zealand will need to affix the appropriate postage to the reply envelope. Wisr reserves the right, but is not obligated, to accept applications for SPP Shares that are received after that time.

(d) Eligible Shareholders who receive more than one offer under the SPP (for example, because they hold Shares in more than one capacity or in different registered holdings) may apply on different Application Forms for SPP Shares but may not apply for SPP Shares with an aggregate value of more than $30,000.

(e) If you wish to subscribe for SPP Shares as a Custodian or nominee for one or more Eligible Beneficiaries, you must also complete and submit an additional Custodian Certificate that contains further certifications and details (required under the terms of ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547) before your application will be accepted. Applications by Custodians or nominees that are not accompanied by a duly completed Custodian Certificate will be rejected. To request a Custodian Certificate or for further information about the custodian application process, please contact the Registry on 1300 855 080 (within Australia) or +61 3 9415 4000 (outside Australia) 9.00am to 5.00pm (AEST) Monday to Friday.

(f) Wisr may accept or reject your application for SPP Shares in whole or in part in its discretion including, without limitation, if:

(i) your application does not comply with these terms and conditions;

(ii) it appears you are not an Eligible Shareholder;

(iii) your Application Form and cheque or BPAY® payment is not received by the Closing Date;

(iv) if paying by cheque, your Application Form is incomplete or incorrectly completed or is otherwise determined by Wisr to be invalid;

(v) your cheque is dishonoured or has been incorrectly completed;

(vi) it appears that you are applying to purchase more than $30,000 of SPP Shares in aggregate (including as a result of Shares you hold directly, jointly or through a custodian or nominee arrangement) or your application is not for an amount of $2,000, $5,000, $10,000, $15,000, $20,000, $25,000 or $30,000;

(vii) payment of the application monies is not submitted in Australian currency or, if payment is made by cheque, the cheque is not drawn on an Australian branch of a financial institution; or

(viii) the amount of your BPAY® payment or cheque is not equal to the amount of your application. If this occurs, Wisr will:

(A) refund in full your application monies and not issue any SPP Shares to you; or

(B) issue to you the number of SPP Shares that would have been issued had you applied for the highest designated amount that is less than the amount of your payment and refund to you the excess of your application monies (without interest).

(g) If you are entitled to a refund of all or any of your application monies, the refund will be paid to you, without interest, as soon as is practicable:

(i) by direct credit to your nominated account (as recorded on the Register) or cheque; or

(ii) by returning your Application Form and cheque, if not processed, to your registered address (as recorded on the Register).

3.5 **Issue Price**

(a) The Issue Price per SPP Share will be a fixed price of $0.25, being the price paid by institutional investors in the Placement.

(b) The current Share price can be obtained from the ASX website at www.asx.com.au (ASX code: **WZR**).

(c) You agree to pay the Issue Price per SPP Share for the number of SPP Shares calculated under section 3.6(a) or, if there is a scale back, the number of SPP Shares calculated under section 3.10.

3.6 **Number of SPP Shares to be issued**

(a) If you apply for SPP Shares, you will apply for a certain value, rather than a certain number, of SPP Shares. If your application is accepted, Wisr will divide the value of your application monies by the Issue Price (as determined under section 3.5(a)) in order to determine the number of SPP Shares which, subject to scale back, will be issued to you.

(b) If this calculation produces a fractional number, the number of SPP Shares issued will be rounded down to the nearest whole SPP Share. The balance of any application money that is not applied to acquire SPP Shares (as a result of rounding) will be refunded to you without interest.

3.7 **Allotment of SPP Shares**

(a) SPP Shares will be allotted on the Allotment Date.

(b) SPP Shares will rank equally with existing Shares as at the Allotment Date.

(c) Wisr will apply to ASX for the quotation of SPP Shares. It is anticipated that SPP Shares will commence trading on ASX on Wednesday, 30 June 2021.

(d) You will be sent a holding statement, confirming the allotment of your SPP Shares, on or around Wednesday, 30 June 2021.

3.8 **Shareholders outside Australia and New Zealand**

(a) The laws of some countries prohibit or make impracticable participation in the SPP by certain overseas Shareholders. Shareholders who are not resident in Australia or New Zealand will not be able to participate in the SPP. The SPP does not constitute an offer of Shares for sale or issue in any other jurisdiction.

New Zealand

(b) The SPP Shares are not being offered or sold to the public within New Zealand other than to existing Shareholders of Wisr at the Record Date with registered addresses in New Zealand to whom the offer of SPP Shares is being made in reliance on the Financial Markets Conduct Act 2013 (New Zealand) and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016 (New Zealand).

(c) This Booklet has not been registered, filed with or approved by any New Zealand regulatory authority. This Booklet is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

United States

(d) Shareholders in the United States are not eligible to participate in the SPP. Similarly, Shareholders (including Custodians and nominees) who hold Shares on behalf of persons in the United States, or are acting for the account or benefit of persons in the United States, are not eligible to participate in the SPP on behalf of those persons.

3.9 **Acknowledgements**

By returning an Application Form with a cheque or making a payment via BPAY®, you:

(a) are deemed to have accepted the SPP Offer and you irrevocably and unconditionally agree to the terms and conditions of the SPP Offer and the terms and conditions of the Application Form and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the SPP;

(b) warrant that all details and statements in your application are true and complete and not misleading;

(c) agree that your application will be irrevocable and unconditional (that is, it cannot be withdrawn);

(d) warrant that you are an Eligible Shareholder and are eligible to participate in the SPP;

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

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

(g) agree to pay the Issue Price per SPP Share up to the maximum of:

(i) the value you have selected on the Application Form; or

(ii) the maximum value of your BPAY® payment or cheque;

(h) acknowledge and agree that:

(i) you are not in the United States and are not acting for the account or benefit of a person in the United States (or, in the event that you are acting for the account or benefit of a person in the United States, you are not participating in the SPP in respect of that person);

(ii) the SPP Shares have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States, and accordingly, the SPP Shares may not be offered or sold, directly or indirectly, in the United States;

(iii) you have not, and will not, send this Booklet or any materials relating to the SPP to any person outside of Australia or New Zealand, including in the United States;

(iv) if in the future you decide to sell or otherwise transfer the SPP Shares, you will only do so in the regular way for transactions on ASX where neither you nor any person acting on your behalf know, or have reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States; and

(v) if you are acting as a trustee, nominee or Custodian, each beneficial holder on whose behalf you are participating is resident in Australia or New Zealand (and is not in the United States and is not acting for the account or benefit of a person in the United States), and you have not sent this Booklet, or any materials relating to the SPP, to any person outside Australia and New Zealand (including, without limitation, to any person in the United States or to any person acting for the account or benefit of a person in the United States);

(i) if you are applying on your own behalf (and not as a Custodian or nominee) acknowledge and agree that:

(i) you are not applying for SPP Shares with an application price of more than $30,000 under the SPP (including by instructing a Custodian or nominee to acquire SPP Shares on your behalf under the SPP); and

(ii) the total of the application price for the following does not exceed $30,000:

(A) the SPP Shares the subject of the application;

(B) any other Shares issued to you under the SPP or any similar arrangement in the 12 months before the application;

(C) any other SPP Shares which you have instructed a Custodian or nominee to acquire on your behalf under the SPP; and

(D) any other Shares issued to a Custodian in the 12 months before the application as a result of an instruction given by you to the Custodian or nominee to apply for Shares on your behalf under an arrangement similar to the SPP;

(j) if you are a Custodian or nominee and are applying on behalf of an Eligible Beneficiary on whose behalf you hold Shares, acknowledge and agree that:

(i) you are a Custodian (as that term is defined in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547) or a nominee;

(ii) you held Shares on behalf of the Eligible Beneficiary as at the Record Date who has instructed you to apply for SPP Shares on their behalf under the SPP and that that Eligible Beneficiary has been given a copy of this Booklet;

(iii) you are not applying for SPP Shares on behalf of any Eligible Beneficiary with an application price of more than $30,000 under the SPP; and

(iv) the information in the Custodian Certificate submitted with your Application Form is true, correct and not misleading;

(k) accept the risk associated with any refund that may be dispatched to you by direct credit or cheque to your address shown on the Register;

(l) are responsible for any dishonour fees or other costs Wisr may incur in presenting a cheque for payment that is dishonoured;

(m) agree to be bound by the constitution of Wisr;

(n) acknowledge that none of Wisr, its advisers or agents, has provided you with any financial product or investment advice or taxation advice in relation to the SPP, or has any obligation to provide such advice;

(o) you authorise Wisr, and its officers and agents, to do anything on your behalf necessary for SPP Shares to be issued to you in accordance with these terms and conditions;

(p) you acknowledge that Wisr may at any time irrevocably determine that your application is valid, in accordance with the terms and conditions of the SPP, even if the Application Form is incomplete, contains errors or is otherwise defective; and

(q) you authorise Wisr, and its officers and agents, to correct minor or easily rectified errors in, or omissions from, your Application Form and to complete the Application Form by the insertion of any missing minor detail.

3.10 **Scale back**

(a) Wisr may scale back the number of SPP Shares that will be issued under the SPP Offer.

(b) If there is a scale back you may receive less than the parcel of SPP Shares for which you have applied.

(c) If a scale back produces a fractional number of SPP Shares when applied to your parcel, the number of SPP Shares you will be issued will be rounded down to the nearest whole number of SPP Shares.

(d) If there is a scale back, the difference between the application monies received from you, and the number of SPP Shares allocated to you multiplied by the Issue Price, will be refunded to you (without interest).

3.11 **Dispute resolution**

(a) Wisr may settle, in any manner it deems appropriate, any difficulties, anomalies, or disputes which may arise in connection with, or by reason of, the operation of the SPP Offer whether generally or in relation to any participant or any application for SPP Shares, and its decision shall be conclusive and binding on all participants and other persons to whom the determination relates.

(b) The powers of Wisr under these terms and conditions may be exercised by the Directors or any delegate or representative of the Directors.

3.12 **Variation and termination**

(a) Wisr reserves the right at any time to:

(i) amend or vary these terms and conditions;

(ii) waive strict compliance with any provision of these terms and conditions;

(iii) withdraw the SPP Offer or suspend or terminate the SPP Offer;

(iv) vary the timetable for the SPP Offer, including the Closing Date and accept late applications, either generally or in particular cases; and

(v) not accept an application, not issue SPP Shares or issue SPP Shares to a value less than that applied for under the SPP Offer by an Eligible Shareholder

(including a Custodian or nominee applying on behalf of its Eligible Beneficiaries).

(b) In the event that the SPP Offer is withdrawn or terminated, all application monies will be refunded. No interest will be paid on any money returned to you.

3.13 Privacy policy

(a) Chapter 2C of the Corporations Act requires information about a shareholder (including your name, address and details of the securities you hold) to be included in the public register of the entity in which you hold securities. This information must continue to be included in the public register if you cease to be a shareholder.

(b) Wisr and the Registry may collect personal information to process your application, implement the SPP Offer and administer your holding of Shares. The personal information contained in the Register is also used to facilitate payments and corporate communications (including financial results), annual reports and other information to be communicated to Shareholders, and to ensure compliance with legal and regulatory requirements, including Australian taxation laws and the Corporations Act.

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

(d) A copy of Wisr's privacy policy is available on the Wisr website at https://wisr.com.au/privacy-policy.

(e) A copy of the Registry's privacy policy is available on their website at https://www.computershare.com/au/privacy-policies.

3.14 Underwriting

The SPP Offer is not underwritten.

3.15 Governing law

These terms and conditions are governed by the laws in force in New South Wales. Any dispute arising out of, or in connection with, these terms and conditions, or the SPP Offer, will be determined by the courts of New South Wales. By accepting the SPP Offer, you agree to submit to the exclusive jurisdiction of the courts in New South Wales.

4. Glossary

The following definitions apply throughout this Booklet unless the context requires otherwise.

Term	Meaning
$	Australian dollars.
Application Form	your personalised application form enclosed with this Booklet.
ASIC	Australian Securities and Investments Commission.
ASX	ASX Limited (ACN 008 624 691), or the market operated by it, as the context requires.
Beneficiary	a person on whose behalf a Custodian or nominee is holding Shares at 7.00 pm (Sydney time) on the Record Date.
Booklet	This offer booklet dated Monday, 7 June 2021.
Closing Date	5.00 pm (Sydney time) on Monday, 21 June 2021 (or such other date as Wisr determines, in its absolute discretion).
Corporations Act	the *Corporations Act 2001* (Cth).
Custodian	a custodian as defined in paragraph 4 of ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547.
Custodian Certificate	a certificate complying with paragraph 8(3) of ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547.
Directors	the directors of Wisr.
Eligible Beneficiary	a Beneficiary with a registered address in either Australia or New Zealand, provided that such Beneficiary is not in the United States.
Eligible Shareholder	a Shareholder who is a registered holder of Shares at 7.00 pm (Sydney time) on the Record Date with a registered address in either Australia or New Zealand as shown on the Register. Notwithstanding the foregoing, Shareholders in the United States are not eligible to participate in the SPP Offer, and Shareholders who hold Shares on behalf of persons in the United States, or are acting for the account or benefit of persons in the United States, are not eligible to participate in the SPP Offer on behalf of those persons.
Allotment Date	Tuesday, 29 June 2021 (or such other date as Wisr determines, in its absolute discretion).

Term	Meaning
Issue Price	the price per SPP Share as determined under section 3.5 of the terms and conditions.
Opening Date	Monday, 7 June 2021.
Placement	the placement of Shares to institutional investors, announced to ASX on Tuesday, 1 June 2021.
Record Date	7.00 pm (Sydney time) on Monday, 31 June 2021.
Register	the register of Shareholders.
Registry	Computershare Investor Services Pty Limited
Share	a fully paid ordinary share in Wisr.
Shareholder	a registered holder of a Share.
SPP	the Share Purchase Plan offer made to Eligible Shareholders under the terms of this Booklet.
SPP Offer	the offer in section 3.1 of the terms and conditions.
SPP Share	a fully paid ordinary share in Wisr issued in accordance with this SPP Offer.
U.S. Securities Act	the U.S. Securities Act of 1933, as amended.
Wisr	Wisr Limited (ACN 004 661 205).