

WOTSO

NOTICE OF MEETINGS

2025 ANNUAL GENERAL AND GENERAL MEETINGS

FRIDAY, 7 NOVEMBER 2025
9:00AM (AEDT)



WOTSO

NOTE FROM THE CEO

On behalf of the Board I am pleased to invite you to the 2025 Meetings of WOTSO to be held on Friday, 7 November at 9.00am (AEDT).

Building for a new era of work. The commercial property model. The way we measure value. Assumptions about how and where people should work. WOTSO isn't chasing shiny towers. We're not wooing enterprise tenants with beige lobbies and long-term leases. We're rebuilding the backbone of work, neighbourhood by neighbourhood, space by space. We've turned underused buildings into thriving spaces. Brought life back to forgotten corners. Proved that localised, community powered flexspace isn't just viable, it's scalable, profitable, and it's needed.

We deliberately dropped "Property" from our name. This wasn't a rebrand. It was a rejection of the idea that value is measured in rent roll and square metre rates alone. We're not just landlords, we're operators, and we know that real value comes from activation, not just acquisition.

WOTSO represents a new model for work, and a new use for space. People want more than a desk, they want connection, flexibility, autonomy, and purpose. So, we're giving it to them. Whether it's in a converted warehouse, a repurposed retail strip, a micro coworking space in the middle of the CBD, a shopping centre, or a regional space in far North New Zealand.

We are not growing for growing's sake, we are growing sustainably, showing that local economies matter. That flexible, inclusive, decentralised work is better for people, for business, for the planet. WOTSO isn't here to fit into the old playbook.



Jessie Glew

CEO

10 September 2025



2025 HIGHLIGHTS

\$47.05M

Total Revenue

\$9.79M

Underlying EBITDA

97%

Total Portfolio Occupancy

31

Open WOTSO locations

\$359

Annual RevPAD

1.25 cps

Final Distribution

WOTSO

NOTICE OF MEETINGS

Notice is given that the Annual General Meetings of shareholders of Ostow Limited (ACN 636 701 267) (**Ostow**) and Planloc Limited (ACN 062 367 560) (**Planloc**) will be held in conjunction with a Meeting of unitholders of WOTSO Property Trust (ARSN 109 684 773) (**WPT**) (together, **Meetings**).

Securityholders may participate in the Meetings in person and online, with registration commencing at 8:00am (AEDT) on Friday, 7 November 2025. If you choose to participate in the Meetings online, you will be able to watch the Meetings, cast a vote, and ask questions through the online portal.

The Directors of Ostow and Planloc and the Directors of WOTSO Fund Services Limited as responsible entity for WPT (together, **Boards**) will attend the Meetings at WOTSO Cremorne.

2025 ANNUAL REPORT

The Group's 2025 Annual Report (including the Financial Report, Directors' Report and Auditor's Report) as well as the Financial Reports, Directors' Report and Auditor's Report of Ostow and Planloc for the year ended 30 June 2025 are available on the WOTSO website at:

<https://wotso.com/wp-content/uploads/2025/08/WOT-2025-Annual-Report-Financials.pdf>

DATE

Friday, 7 November 2025

TIME

9:00am (AEDT)

LOCATION

In person:

WOTSO Cremorne

237 Military Road
Cremorne NSW 2090

Online:

<https://meetnow.global/MRQT-MN5>



WOTSO HOW TO PARTICIPATE



IN PERSON

The Meetings will be held at **WOTSO Cremorne**, 237 Military Rd, Cremorne NSW 2090.

To register your in person attendance at the Meetings, please visit:

www.eventbrite.com.au/e/wotso-2025-annual-general-general-meetings-agm-tickets-1681490937659?aff=oddtcreator

HOW TO GET THERE

Car

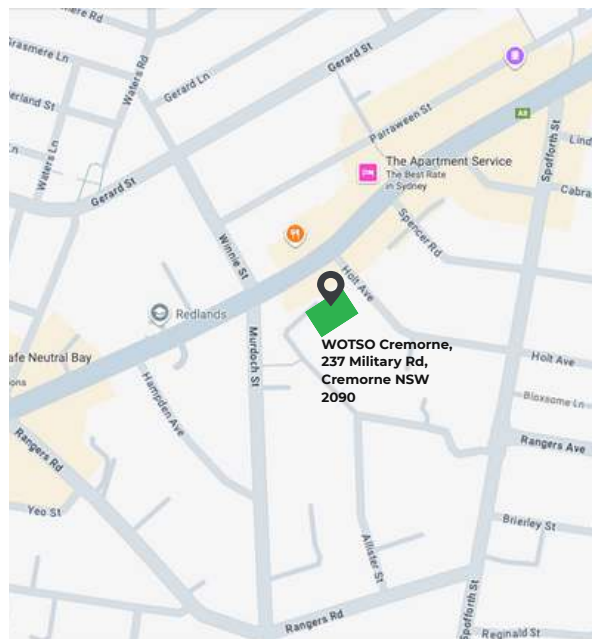
Paid parking is available nearby at Wilson Parking – Cremorne Town Centre (access via Parraween Street) and other local parking stations along Military Road. Limited street parking is also available in the surrounding residential streets, although time limits may apply.

If arriving by car, taxi, or rideshare, drop-off can be made directly outside 237 Military Road at the main entrance to WOTSO Cremorne.

Public Transport

By bus – There are multiple bus routes along Military Road, with stops located less than a 2 minute walk from WOTSO Cremorne. Services connect directly to Sydney CBD, North Sydney, Neutral Bay, and Mosman.

By ferry – Cremorne Point Wharf is a short bus ride, or a 20 minute walk, from WOTSO Cremorne.



ONLINE

Webcast

To watch the webcast, ask questions, and vote at the Meetings, please visit:

<https://meetnow.global/MRQTMN5>

User Guide

For instructions refer to the online user guide:

www.computershare.com.au/virtualmeetingguide

WOTSO

ITEMS OF BUSINESS

Financial Statements and Reports

To receive and consider the Financial Report, Directors' Report and Auditor's Report for the Group for the year ended 30 June 2025.

Resolution 1: Adoption of Remuneration Report

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

"That the Remuneration Report (which forms part of the Directors' Report) for the financial year ended 30 June 2025, is adopted."

The vote on this resolution is advisory only, and does not bind the Boards.

Voting Exclusion Statement

The Group will disregard any votes cast in favour of this resolution:

- by or on behalf of a member of the Group's key management personnel (**KMP**) named in the Remuneration Report, or their closely related parties, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the KMP at the date of the Meetings or their closely related parties,

unless the vote is cast as a proxy for a person entitled to vote on this resolution:

- in accordance with a direction in the proxy form; or
- by the Chairman pursuant to an express authorisation to exercise the proxy as the Chairman decides.

Resolution 2: Re-election of Director – Jessie Glew

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

"That Jessie Glew, who retires in accordance with the respective constitutions of Ostow and Planloc and, being eligible having offered herself for re-election, is re-elected a director of Ostow and Planloc."

Resolution 3: Approval of Additional 10% Placement Capacity

To consider and, if thought fit, pass the following as a special resolution:

"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the issue of securities totalling up to 10% of the issued capital of WOTSO at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A and on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement

The Group will disregard any votes cast in favour of this resolution if at the time approval of this resolution is sought the Group is proposing to make an issue of securities under rule 7.1A.2, by or on behalf of any person (or their associates) who is expected to participate, or will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a securityholder), unless the vote is cast as a proxy for a person entitled to vote on this resolution:

- in accordance with a direction in the proxy form; or
- by the Chairman pursuant to an express authorisation to exercise the proxy as the Chairman decides.

At the date of this Notice of Meetings, the Group has not invited any existing securityholder to participate in the issue of securities under Listing Rule 7.1A.2. Therefore, no voting exclusion applies to this resolution.

By order of the Boards



Seph Glew

Chairman

17 September 2025

WOTSO

IMPORTANT INFORMATION

Participating in the Meetings

While securityholders are encouraged to attend the Meetings in person, the Group has implemented initiatives to enable securityholders to participate in the Meetings remotely. Securityholders who are unable to attend by proxy have the option of viewing the Meetings, voting, and asking questions in real-time using the online platform.

Online registration will commence at 8:00am (AEDT) on Friday, 7 November 2025. We recommend logging onto the online platform at least 15 minutes prior to the scheduled start time for the Meetings. For instructions refer to the online user guide: www.computershare.com.au/virtualmeetingguide.

Voting

Voting on all the resolutions will be conducted by way of a poll. On a poll each securityholder has:

- in the case of a resolution of Ostow and Planloc, one vote for each share held in Ostow and Planloc; and
- in the case of a resolution of WPT, one vote for each unit held in WPT.

Resolutions 1 and 2 are ordinary resolutions which must be passed by more than 50% of the total votes cast on the resolution by securityholders present (in person or by proxy) and entitled to vote.

Resolution 3 is a special resolution which must be passed by at least 75% of votes cast by securityholders present (in person or by proxy) and entitled to vote.

Online voting will be open between the commencement of the Meetings at 9:00am (AEDT) on Friday, 7 November 2025, and the time at which the Chairman announces the closure of voting.

Entitlement to Vote

In accordance with section 1074E(2)(g)(i) of the Corporations Act and Regulation 7.11.37 of the Corporations Regulation, the Group has determined that for the purposes of the Meetings, securities will be taken to be held by the persons who are the registered holders at 7:00pm (AEDT) on 5 November 2025. Accordingly, security transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Individual securityholders may vote in person or by proxy. A corporate securityholder may vote by proxy or through a body corporate representative.

If you hold securities jointly with another, the holder appearing first in the register is entitled to vote the securities to the exclusion of the other holders.

Proxies

If you are unable, or do not wish, to attend the Meetings in person or online, you may appoint a proxy to attend and vote on your behalf. A proxy need not be a securityholder.

For details on voting by proxy please refer to the instructions on the personalised proxy form accompanying this Notice of Meetings. Proxy forms must be received by the Group's registry, Computershare, no later than 9:00am (AEDT) on Wednesday 5 November 2025.

Chairman's voting intentions

For proxies without voting instructions that are exercisable by the Chairman, the Chairman intends to vote in favour of that item on a poll.

If a securityholder appoints the Chairman as their proxy but does not direct the Chairman on how to vote, by completing and submitting the proxy form they expressly authorise the Chairman to vote in favour of each item of business, even when an item is directly or indirectly connected to the remuneration of a member of the KMP of the Group.

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EXPLANATORY MEMORANDUM

This Explanatory Memorandum contains further information about the resolutions that will be considered at the Meetings. The Directors recommend securityholders read this Explanatory Memorandum and the enclosed Notice of Meetings in full and, if necessary, seek financial or other professional advice.

Financial Statement and Reports

As required by section 317 of the Corporations Act, the Annual Report, including the Directors' Report and Financial Statements for the year ended 30 June 2025, together with the Independent Auditor's Report will be laid before the Meetings. The combined reports of Ostow, Planloc and WPT for the year ended 30 June 2025 will also be laid before the Meetings. No resolution is required for this item of business.

Resolution 1: Adoption of Remuneration Report

Under section 250R(2) of the Corporations Act, the Group must put the adoption of its Remuneration Report (which can be found on page 16 of the 2025 Annual Report) to a vote by way of a non-binding resolution at the Meetings.

This vote is advisory only, and does not bind the Directors or the Group. However, under the Corporations Act, if the Remuneration Report receives an 'against' vote of 25% or more at 2 consecutive Meetings, a resolution must be put at the later of the Meetings that another meeting be held (within 90 days) at which all Directors (other than managing directors) who were in office at the date of the relevant Directors' Report must stand for re-election.

The Chairman will give securityholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

The Directors unanimously recommend that securityholders vote **in favour** of this resolution. The Chairman intends to vote all available proxies **in favour** of this resolution.

Resolution 2: Re-election of Director – Jessie Glew

Resolution 2 seeks approval for the re-election of Jessie Glew who will retire by rotation at the conclusion of the Meetings in accordance with clause 13.3 of the Ostow and Planloc constitutions and, being eligible, intends to offer herself for re-election as a Director of Ostow and Planloc.

Jessie is the CEO and COO of WOTSO. Prior to her appointment as CEO, Jessie was Joint Managing Director of both WOTSO and BlackWall Limited (ASX: BWF), the listed property and fund manager and previous manager of WOTSO. Jessie has been with the BlackWall Group since early 2011 and has over 15 years' experience in the property industry, specifically in development and operations. Jessie also holds a Bachelor of International Communication from Macquarie University and a class one NSW real estate licence.

Jessie joined the Board of The Kids' Cancer Project in 2022, contributing insights and operational knowledge to help support the charity. Since 2024 Jessie has sat on the Board of Flexible Workspace Australia, the peak body for coworking and flexible workspace providers and partners across all cities and regions of Australia.

The Directors (with Jessie Glew abstaining) unanimously recommend that securityholders vote **in favour** of this resolution. The Chairman intends to vote all available proxies **in favour** of this resolution.

Resolution 3: Approval of Additional 10% Placement Capacity

Under Listing Rule 7.1A an eligible entity may seek securityholder approval by special resolution at the Meetings to issue ordinary securities up to 10% of its issued capital through placements over a 12-month period after the date of the Meetings (**10% Placement Capacity**). The 10% Placement Capacity is in addition to the Group's 15% placement capacity without member approval under Listing Rule 7.1.

An "eligible entity" for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. As at the date of this Notice of Meetings, the Group is an eligible entity.

If Resolution 3 is passed it will afford the Group greater capital management flexibility and efficiency. If Resolution 3 is not passed, the Group's capital management options will be reduced.

Pursuant to, and in accordance with Listing Rule 7.3A, the following information is provided in relation to the approval of the 10% Placement Capacity.

i. Minimum price: The minimum price at which the securities may be issued in an existing quoted class and for cash consideration is 75% of the volume weighted average market price of securities, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- the date on which the price of the securities that are to be issued is agreed by the Group and the recipient of the securities; or
- if the securities are not issued within 10 ASX trading days of that date, the date on which the securities are issued.

ii. Risk of dilution: Economic and voting dilution risk to existing securityholders may result from an issue of securities under the 10% Placement Capacity including the risk that:

- the market price for securities in that class may be significantly lower on the issue date than on the date of the approval under Listing Rule 7.1A; and
- the securities may be issued at a price that is at a discount to the market price for those securities on the issue date.

The table below illustrates the impact of dilution in various scenarios.

		Dilution		
Number of securities on issue*	Number of securities that may be issued under 10% Placement Capacity	Funds raised based on issue price of \$0.308 (50% decrease in market price)	Funds raised based on issue price of \$0.615 (market price)	Funds raised based on issue price of \$0.923 (50% increase in market price)
161,748,524	16,174,852	\$4,973,767	\$9,947,534	\$14,921,301
242,622,786 (50% increase)	24,262,279	\$7,460,651	\$14,921,301	\$22,381,952
323,497,048 (100% increase)	32,349,705	\$9,947,534	\$19,895,068	\$29,842,603

*The number of securities on issue could increase as a result of an issue of securities that do not require securityholder approval (such as under a pro rata entitlement issue) or an issue of securities with securityholder approval under Listing Rule 7.1.

The table above adopts the following assumptions:

- the current securities on issue are the securities on issue as at 8 September 2025;
- the current issue price is the closing price of the securities on the ASX on 8 September 2025;
- the Group issues the maximum number of securities under the 10% Placement Capacity;
- the table shows only the effect of issues of securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1, or under an exception under Listing Rule 7.2;
- the calculations do not show the dilution that any one particular securityholder will experience. All securityholders should consider the dilution caused to their own securityholding depending on their specific circumstances; and
- the 'Funds raised' figures are rounded to the nearest whole dollar.

iii. Date of issue: Securities may be issued under the 10% Placement Capacity commencing on the date of the Meetings and expiring on the first to occur of the following:

- the date that is 12 months after the date of the Meetings;
- the time and date of the next Meetings of the Group; and
- the date of approval by securityholders of any transaction under Listing Rule 11.1.2 (significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).

iv. Purpose of issue under 10% Placement Capacity: The Group may issue securities under the 10% Placement Capacity for various purposes to raise cash as consideration for the acquisition of or investment in additional assets (including associated expenses, or additional projects that may present).

v. Allocation under the 10% Placement Capacity: The allottees of the securities to be issued under the 10% Placement Capacity have not yet been determined. However, the allottees of the securities could consist of current securityholders or new investors (or both). The Group will determine the allottees at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- the purpose of the issue;
- alternative methods for raising funds available to the Group at that time, including, but not limited to, an entitlement issue or other offer where existing securityholders may participate;
- the effect of the issue of the securities on the control of the Group;
- the circumstances of the Group, including the financial position of the Group;
- prevailing market conditions; and
- advice from corporate, financial and broking advisers (if applicable).

vi. Previous approval under Listing Rule 7.1A:

The Group previously obtained securityholder approval under Listing Rule 7.1A at the last Meetings held on 8 November 2024. The Group has not issued or agreed to issue any securities under Listing Rule 7.1A approval obtained on 8 November 2024.

The Directors unanimously recommend that securityholders vote **in favour** of this resolution. The Chairman intends to vote all available proxies **in favour** of this resolution.

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CONTACT US

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