

**ASX Announcement**

23 December 2025

**\$250,000 Loan Facility**

The Board of Wingara AG Limited (Company) advises that it has received binding commitments from entities associated with NAOS Asset Management Ltd for a \$250,000 Loan Facility (**Facility**).

This Facility enables the Company to continue to work through several transaction opportunities that have been presented to it.

**Facility**

The loan facility allows the Company to raise up to \$250,000 on the following key terms:

- The facility attracts interest of 12% per annum, which accrues daily and is to be capitalised every three months.
- The facility repayment date is 31 December 2026 or such earlier date as the Borrower successfully completes a capital raising for an amount of not less than AUD\$1,000,000.
- Subject to shareholder approval being obtained, the lender may convert Money Owing into Convertible Notes (**Convertible Notes**).
- The Borrower may prepay some or all of the Money Owing at any time by giving written notice to the Lender.
- The facility is not secured.

The issue of Convertible Notes is subject to shareholder approval, which the Company will seek at its next general meeting.

A detailed summary of the terms and conditions of the Convertible Notes is set out in the schedule to this announcement.

This announcement has been approved for release by the Board of Directors of Wingara AG Limited.

For further information please contact:

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**Forward-looking statements:**

Certain statements made in this release are forward-looking statements and are based on Wingara AG's current expectations, estimates and projections. Words such as "anticipates," "expects," "intends," "plans," "believes," "seeks," "estimates," "guidance" and similar expressions are intended to identify forward-looking statements.

Although Wingara AG believes the forward-looking statements are based on reasonable assumptions, they are subject to certain risks and uncertainties, some of which are beyond Wingara AG's control. As a result, actual results could materially differ from those expressed or forecasted in the forward-looking statements.

The forward-looking statements made in this release relate only to events as of the date on which the statements are made. Wingara AG will not undertake any obligation to release publicly any revisions or updates to these forward-looking statements to reflect events, circumstances or unanticipated events occurring after the date of this release except as required by law or by any appropriate regulatory authority.

## SCHEDULE

### SUMMARY OF THE CONVERTIBLE NOTE TERMS AND CONDITIONS

<b>Issuer</b>	Wingara AG Limited ACN 009 087 469
<b>Face Value</b>	\$1.00 per Note
<b>Maturity Date</b>	31 December 2026
<b>Coupon Rate</b>	12% per annum, which accrues daily and capitalised every three months.
<b>Conversion</b>	<p>The Notes (together with capitalised interest) may be converted by the Noteholder into fully paid ordinary shares in the Company (<b>Shares</b>) at any time up to their respective maturity date. The conversion price is the higher of</p> <ol style="list-style-type: none"> <li>The VWAP of the Ordinary Shares of the Company as traded on the Australian Stock Exchange in the twenty (20) Business Days immediately preceding the valuation date, or, if not traded in the preceding period, then the last traded price of such shares on the Australian Stock Exchange; and</li> <li>If the Company has released a prospectus to the public with an offer which is then open for acceptance by the recipients of that offer, then the offer price as set-out in that prospectus,</li> </ol> <p>less a discount of 25%.</p>
<b>Security</b>	Notes are not secured
<b>Transferability</b>	Notes may be freely transferred
<b>Redemption</b>	Repayment of the principal sum (being the face value of each Note and capitalised interest) must be made on the respective Maturity Date or sooner if the Issuer commits an Event of Default and Noteholders request immediate redemption.
<b>Warranties, Undertakings and Indemnities</b>	Warranties, undertakings and indemnities customary for securities of this nature given by the Issuer.
<b>Events of Default</b>	Customary events of default for securities of this nature apply, including but not limited to payment, redemption or conversion breaches, representations, warranties and undertakings, and insolvency events.
<b>Voting Rights</b>	Notes do not give a Noteholder shareholder meeting attendance rights, voting rights or dividend rights.
<b>Conversion Protections</b>	Notes are subject to standard anti-dilution for re-organisation or reconstruction of capital.

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