WAGNERS

►CONSTRUCTION MATERIALS
►TRANSPORT SERVICES
►CEMENT, FLYASH & LIME
►PRECAST CONCRETE
►REINFORCING STEEL
►COMPOSITE FIBRE TECHNOLOGIES

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ASX RELEASE

29 October 2019

Entitlement Offer to raise approximately $40 million

Key Points

- Fully underwritten renounceable entitlement offer to raise approximately $40 million.
- Net proceeds raised under the entitlement offer will be used to repay debt and strengthen the balance sheet for future near-term growth opportunities.
- Offer price of $1.55 per new share, a 10.2% discount to the theoretical ex-rights price and 12.7% discount to the closing price of Wagners shares on 25 October 2019.
- Priority sub-underwriting commitment from Wagner Property Operations Pty Ltd ACN 109 763 742, an entity associated with the Wagner family, for 55% of the entitlement offer (approximately $22 million).

Entitlement Offer

Wagners Holding Company Limited (ASX: WGN) (**Wagners**) intends to conduct an equity raising via a 1 for 6.25 renounceable entitlement offer of fully paid ordinary shares in Wagners (**New Shares**) to raise approximately $40 million (**Entitlement Offer**).

The offer price for the Entitlement Offer will be $1.55 per share (**Offer Price**). The Offer Price represents:

- a 10.2% discount to the theoretical ex-rights price (**TERP**)[1]; and
- a 12.7% discount to the last traded price of Wagners shares on 25 October 2019.

Under the Entitlement Offer, eligible shareholders will be able to subscribe for 1 new ordinary share in Wagners for every 6.25 existing shares held at 7.00pm (AEDT) on Friday 1 November 2019 (**Record Date**) at the Offer Price (**Entitlements**).

The Entitlement Offer is fully underwritten by Morgans Corporate Limited (**Underwriter**), with a priority sub-underwriting commitment from Wagner Property Operations Pty Ltd ACN 109 763 742, being an entity associated with the Company's largest Wagner family shareholders (being Denis Wagner, Joe Wagner, John Wagner, Neill Wagner and Henry Wagner). This commitment represents an amount equal to 55% of the total amount being raised under the Offer (which reflects the current aggregate 55% voting power of those Wagner family shareholders in the Company).

1. The Theoretical Ex-rights Price ("TERP") is calculated by reference to the Wagners daily volume weighted average price on 25 October 2019 of $1.755 per share, being the last trading day prior to the announcement of the Entitlement Offer, assuming proceeds from the Entitlement Offer of approximately $40 million. TERP is the theoretical price at which shares should trade immediately after the ex-date for the Entitlement Offer assuming 100% take-up of the Entitlement Offer. TERP is a theoretical calculation only and the actual price at which Wagners shares trade immediately after the ex-date of the Entitlement Offer will depend on many factors and may not equal TERP.

The proceeds of the Entitlement Offer will be used to repay debt and strengthen the balance sheet for future near-term growth opportunities.

Identified near-term growth opportunities include:

- accelerating expansion of the Composite Fibre Technologies ("CFT") business in the United States of America ("US");
- the roll-out of new concrete batch plants as Wagners enters the market and to capitalise on opportunities in the SEQ construction materials market as it recovers; and
- continuing the commercialisation of Earth Friendly Concrete ("EFC").

The Entitlements are renounceable which means that the rights may be traded on ASX or otherwise transferred if eligible shareholders do not wish to take up some or all of their Entitlements.

Approximately 25.8 million new ordinary shares in Wagners will be issued as part of the Entitlement Offer. Shares issued under the Entitlement Offer will rank equally with existing shares.

Wagners will notify shareholders as to whether they are eligible to participate in the Entitlement Offer. Eligible shareholders will receive an information booklet including a personalised entitlement and acceptance form which will provide further details of how to participate in the Entitlement Offer.

Key dates[1]

Event	Date
Announcement of the Entitlement Offer	29 October 2019
Mailing of the Entitlement Offer details	30 October 2019
Ex-date and rights trading commences	31 October 2019
Record Date for Entitlement Offer (7.00pm (AEDT))	1 November 2019
Information Booklet and Entitlement and Acceptance Form despatched	6 November 2019
Entitlement Offer opens	6 November 2019
Rights trading ends (4.00pm (AEDT))	8 November 2019
Closing date for acceptances under Entitlement Offer (5.00pm (AEDT))	15 November 2019
Announcement of results of Entitlement Offer and under-subscriptions	20 November 2019
Allotment of New Shares issued under the Entitlement Offer	22 November 2019
Despatch of holding statements for New Shares issued under the Entitlement Offer	25 November 2019
Normal ASX trading for New Shares issued under the Entitlement Offer commences	25 November 2019

For further information, please contact:

If you have any queries, please call 07 3621 1131 (within Australia) or + 61 07 3621 1131 (outside Australia) between 8.30am and 5.30pm (AEDT) Monday to Friday during the offer period or, alternatively, consult your professional adviser.

[1]All dates are indicative only and subject to change. Wagners and the Underwriter reserve the right to withdraw or vary the timetable without notice.

About Wagners:

Wagners is a diversified Australian construction materials and services provider and an innovative producer of New Generation Building Materials. Established in 1989 in Toowoomba, Queensland, Wagners is now an ASX-listed business operating in domestic and international markets. Wagners are a producer of cement, concrete, aggregates, new generation composite products and are world leaders in development of new technology to reduce the impact of heavy construction materials on the environment. Wagners are also providers of transport services, precast concrete and reinforcing steel.

Important information

This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States, or in any other jurisdiction in which such an offer would be illegal. The securities referred to in this document have not been and will not be registered under the United States Securities Act of 1933 (the 'US Securities Act'), or under the securities laws of any state or other jurisdiction of the United States and may not be offered or sold, directly or indirectly, within the United States, unless the securities have been registered under the US Securities Act or an exemption from the registration requirements of the US Securities Act is available.

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This announcement contains certain 'forward-looking statements' within the meaning of the securities laws of applicable jurisdictions. Forward-looking statements can generally be identified by the use of forward-looking words such as 'may,' 'should,' 'expect,' 'anticipate,' 'estimate,' 'scheduled' or 'continue' or the negative version of them or comparable terminology. Any forecasts or other forward looking statements contained in this announcement are subject to known and unknown risks and uncertainties and may involve significant elements of subjective judgment and assumptions as to future events which may or may not be correct. There are usually differences between forecast and actual results because events and actual circumstances frequently do not occur as forecast and these differences may be material. Wagners does not give any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this announcement will actually occur and you are cautioned not to place undue reliance on forward-looking statements.