EQUITY RAISING PRESENTATION

OCTOBER 2019

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EXECUTIVE SUMMARY

- Wagners Holding Company Limited ("**Wagners**" or the "**Company**") seek to raise circa $40.0 million via a fully underwritten pro-rata 1 for 6.25 renounceable entitlement offer ("**Offer**")
- Approximately 25.8 million new Wagners shares ("**New Shares**") to be issued at $1.55 per new share
- Net proceeds raised under the Offer will be used by Wagners 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 additional concrete batch plants and to capitalise on opportunities in the South-East Queensland ("**SEQ**") construction materials market as it recovers; and
  - Continuing the commercialisation of Earth Friendly Concrete ("**EFC**").
- Wagner Property Operations Pty Ltd, an entity owned by Denis, John, Neill, Joe and Henry Wagner (or their associated entities) ("**Wagner Family Founder Shareholders**") has committed to priority sub-underwrite all the entitlements of the Wagner Family Founder Shareholders under the Offer. 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 the Wagner Family Founder Shareholders in the Company).

AGENDA

OPERATIONAL UPDATE & STRATEGY

WAGNERS

OPERATIONAL UPDATE

Construction Materials and Services

CEMENT

- Wagners recommenced the supply of cement to Boral on 22nd October 2019 after electing to suspend supply in March 2019
- The Boral litigation, which relates to the initial supply suspension, is set down to be heard by the Supreme Court of Queensland at the end of November 2019, with a judgment expected sometime thereafter (refer to updates published to ASX for full details)
- The SEQ cement market has become increasingly competitive
- Southern Cross Cement has recently entered the SEQ cement market

CONCRETE

- Expanded our presence in the SEQ concrete market
  - Six operational concrete plants, of which three have recently opened
  - Three additional concrete plants under construction

QUARRIES

- Four quarries now in operation
- SEQ market conditions challenging due to increased competition

OPERATIONAL UPDATE

Construction Materials and Services

TRANSPORT

- Strong performance from long-term mining contracts in North-West Queensland
- New contracts have been awarded since June 30
- Well placed to service the resurging resource sector

MAJOR PROJECTS

- Revenues have been impacted by the delayed timing of identified major infrastructure projects currently in discussion or under tender
- Management anticipate securing one or two of the significant opportunities in FY20

PRECAST

- Precast business negatively impacted by limited market activity and delayed timing of projects
- Precast business will be closed on the completion of the existing contracts by the end of the CY19
- Continue to bid on major infrastructure projects, which would commence in FY20 if successful

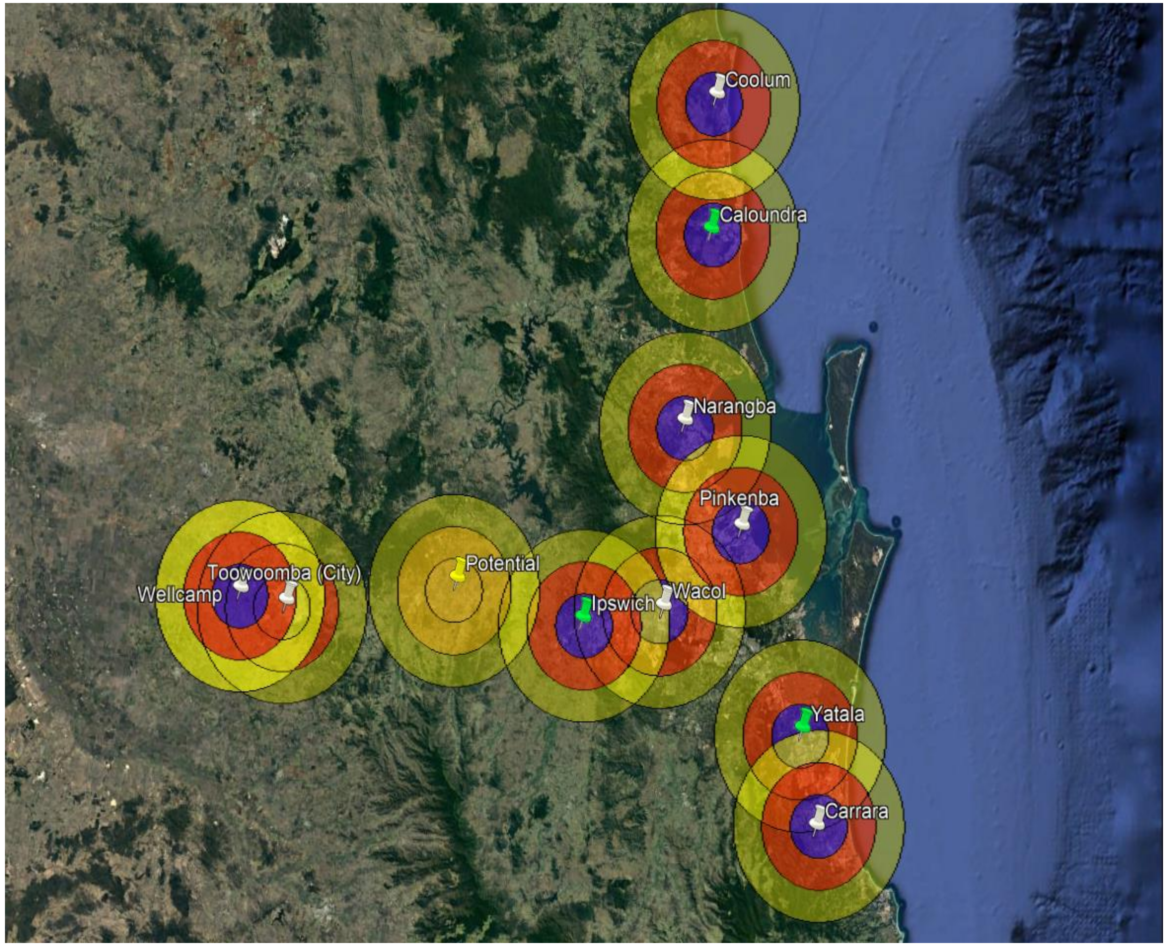
OUTLOOK

Construction Materials and Services

- Continued competitive pressure in the SEQ construction materials market
- Working to secure major projects in the domestic resource and infrastructure sectors
- Large international LNG opportunities remain on foot
- Continue concrete plant roll-out
- Expecting increased contribution from the resource sector due to the capital investment made in transport and quarry assets in FY19

OUTLOOK

Concrete Plant Network



- The concrete plant roll-out has initially targeted high growth areas of SEQ
- Sites shown on the map opposite show secured and potential sites – six sites currently operational and four sites currently under construction or in the development application and approval process
- The Company has various leasing and commercial models in place to secure the long term operational rights of these sites
- Wagners intends that each new concrete plant will be capable of producing EFC
- Wagners continues to evaluate potential sites to bolster the Company’s presence in SEQ
- Wagners currently intends to have ten concrete plants operational by the end of FY21

OPERATIONAL UPDATE

New Generation Building Materials

WAGNERS COMPOSITE FIBRE TECHNOLOGIES (CFT)

- Market demand for CFT continues to grow
- New sales of bridges and pedestrian infrastructure continued from international markets (NZ, US, UK, UAE) in 1Q FY20
- Consistent demand for crossarms in Australia and New Zealand
- Ongoing investment in sales personnel to accelerate international expansion
- Investment in manufacturing efficiencies continues

WAGNERS EARTH FRIENDLY CONCRETE (EFC)

- EFC DIBt (German standard) approval obtained
- EFC specimen samples cast and submitted to BIS (Indian standard) for approval
- Wagners continues to build its EFC presence in the SEQ concrete market with early success from home owners that see the added value offered by EFC

OUTLOOK

New Generation Building Materials

Composite Fibre Technologies (CFT)

In the near term, Wagners expects to:

- Increase crossarm sales into Victoria, Tasmania & New Zealand;
- Continue to grow pedestrian infrastructure and bridge sales both domestically and internationally;
- Build international crossarm business through marketing and tendering with a specific focus on South East Asia and US in the near term;
- Add additional capacity and increase efficiency utilising the recently installed fourth pultrusion manufacturing line;
- Progress construction of the crossarm automation line, targeted to be commissioned before June 2020;
- Make a decision on the location of the CFT production facility in the US in next six weeks; and
- Increase bridge and pedestrian infrastructure sales in the US in compliance with the “Buy America Act”.

Earth Friendly Concrete (EFC)

- DIBt (German) approval permits supply of EFC to construction companies in Germany
- DIBt approval has generated increased market interest, with companies seeking to partner with Wagners to accelerate the global adoption of the product
- Increase global marketing to highlight the technical and environmental benefits of EFC
- Obtain European Union (“**EU**”) standards approval to allow use of the product across all of Europe
- Wagners channel to market into countries of focus (including the Middle East and India) is shortened with EU standards approval
- EFC field trials continue in India with JV partner

US OPPORTUNITY

New Generation Building Materials

- The CFT business is targeting revenue from short span road bridges, pedestrian infrastructure and electrical crossarms
- Independent reports indicate there are in excess of 235,000 US bridges with identified repair needs
- Wagners' key target market is ageing assets, as the Company offers asset owners that are forced to replace unserviceable structures with a much better whole of life cost alternative using the latest building material technology
- Estimated capital expenditure of $5 m to $10 m over the next two years will be required to establish the US manufacturing business
- Initial facility will be located in either Texas or Wyoming, with an announcement in relation to location expected by the end of CY19
- First pultrusion machine now manufactured and waiting shipment to the US
- Growing sales pipeline of opportunities across most regions of the US

STRATEGY

Overall strategy is to drive increased returns by:

- Growing and consolidating core construction materials business in Australia
- Continuing to look for and secure global projects in the construction materials business utilising our expertise and experience
- Growing our New Generation Building Materials through expansion of our facilities in Toowoomba and (soon to be) US

	Construction Materials & Services	New Generation Building Materials
Invest in Existing Operations	▪ Continue vertical integration of business subject to Return on Invested Capital consideration ▪ Expand domestic concrete plant network ▪ Expand quarry business to support market growth ▪ Capitalise on Resource & Infrastructure Sector growth ▪ Pursue acquisition opportunities in similar operations ▪ Look for opportunities that promote vertical integration or provide accretive value	▪ Increase CFT & EFC manufacturing capacity ▪ Commercialise EFC after gaining certification ▪ Leverage the environmental benefits of EFC ▪ Continue new product development & innovation
Expand Geographically	▪ Selectively expand into other Australian markets ▪ Secure large project work ▪ International resource & infrastructure opportunities	▪ Focus on asset owners who benefit from the superior technical properties of CFT & EFC ▪ Investigate markets adopting environmentally friendly products ▪ Expand globally and secure strategic relationships ▪ Work with potential customers in Europe to use EFC in several applications

EQUITY RAISING OVERVIEW

EQUITY RAISING OVERVIEW

Offer Size and Structure	Fully underwritten pro-rata 1 for 6.25 renounceable entitlement offer to raise gross proceeds of up to approximately A$40.0 million (“**Offer**”). Approximately 25.8 million new Wagners shares (“**New Shares**”) to be issued.
Offer Pricing	Offer price of A$1.55 per New Share represents a: ▪ 10.2% discount to TERP[1] of $1.727; ▪ 12.7% discount to the last traded price[2] of $1.775.
Use of Proceeds	Proceeds raised under the Offer will be used by Wagners for: ▪ Repayment debt - $39.4 million; and ▪ Offer costs - $0.6 million. Proceeds raised under the Offer will strengthen the balance sheet for future near-term growth opportunities.
Ranking	New shares issued under the Offer will rank equally with existing shares on issue.
Lead Manager and Underwriter	Morgans Corporate Limited (“**Morgans**”).
Pre-Commitments	Wagner Property Operations Pty Ltd, an entity owned by Denis, John, Neill, Joe and Henry Wagner (or their associated entities) (“**Wagner Family Founder Shareholders**”) has committed to priority sub-underwrite all the entitlements of the Wagner Family Founder Shareholders under the Offer. 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 the Wagner Family Founder Shareholders in the Company).

1. *The Theoretical Ex-rights Price (“TERP”) is calculated by reference to 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. 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 approximate TERP.*
2. As at 25 October 2019.

EQUITY RAISING TIMETABLE

	Date (AEDT[1] unless otherwise stated)
Announcement of Equity Raising	Tuesday, 29 October 2019
Shares begin to trade on an "ex-entitlement" basis	Thursday, 31 October 2019
Record date for determining Eligible Shareholders under the Entitlement Offer	7.00pm (AEDT) Friday, 01 November 2019
Entitlement Offer opens and Entitlement Offer Booklets despatched	Wednesday, 06 November 2019
Entitlement Offer rights trading ends	Friday, 08 November 2019
Entitlement Offer closes	5.00pm (AEDT) Friday, 15 November 2019
Announcement of results of Offer and notification of any shortfall	Wednesday, 20 November 2019
Settlement of New Shares issued under the Entitlement Offer	Thursday, 21 November 2019
Allotment of New Shares issued under the Entitlement Offer	Friday, 22 November 2019
Quotation of New Shares issued under the Entitlement Offer and trading commences on a normal basis	Monday, 25 November 2019

1. Australian Eastern Daylight Savings Time

PROFORMA BALANCE SHEET

	Consolidated Group 30 Jun 2019 $'000	Debt drawdown	Impact of the offer	Proforma Balance Sheet
Current Assets				
Cash and cash equivalents	6,101	367		6,468
Trade and other receivables	42,661	4,907		47,568
Inventories	19,515			19,515
Derivative instruments	368			368
Other assets	479			479
Total Current Assets	**69,124**	**5,274**	**-**	**74,398**
Non-current Assets				
Other financial assets	7			7
Property, plant and equipment	123,520	2,718		126,238
Intangible assets	2,638			2,638
Deferred tax assets	5,542			5,542
Other assets	-			-
Total Non-current Assets	**131,707**	**2,718**	**-**	**134,425**
Total Assets	**200,831**	**7,992**	**-**	**208,823**
Current Liabilities				
Trade and other payables	28,242			28,242
Borrowings	14,673			14,673
Derivative instruments	1,474			1,474
Current tax liabilities	3,714			3,714
Provisions	5,148			5,148
Total Current Liabilities	**53,251**	**-**	**-**	**53,251**
Non-current Liabilities				
Borrowings	81,749	7,992	- 39,455	50,286
Derivative instruments	2,856			2,856
Provisions	370			370
Total Non-current Liabilities	**84,975**	**7,992**	**- 39,455**	**53,512**
Total Liabilities	**138,226**	**7,992**	**- 39,455**	**106,763**
Net Assets/(Liabilities)	**62,605**	**-**	**39,455**	**102,060**
Equity				
Issued capital	371,334		40,000	411,334
Pre IPO distributions to related entities	- 354,613			- 354,613
Reserves	- 397			- 397
Retained earnings	46,281		- 545	45,736
Total Equity	**62,605**	**-**	**39,455**	**102,060**

Notes to Proforma Balance Sheet:

The Pro Forma Balance Sheet at 30 June 2019 has been prepared to illustrate the financial position of the Group at 30 June 2019, adjusted for the following proforma adjustments:

- Debt draw down subsequent to 30 June 2019 was principally to fund the construction of concrete plants (capitalised as PPE or trade and other receivables where planned to be sold to third parties); and
- Impact of the Offer and the proposed use of the proceeds (less the costs of the Offer) to repay non-current debt.

The Proforma Balance Sheet is intended to be illustrative only and will not reflect the actual position and balances at the completion of the Offer.

KEY RISKS

KEY RISKS

Key risks for equity raising participants

Contractual risks	▪ Wagners operates, and will continue to operate, through a series of contractual relationships with customers and suppliers. All contracts, including those entered into by the Company, carry a risk that the respective parties will not adequately or fully comply with their respective contractual rights and obligations, or that these contractual relationships may be terminated. Wagners may also be impacted if services performed by sub-contractors, that Wagners may engage from time to time, are not performed in accordance with contractual obligations.
Decreases in capital investment and construction activity in the Australian infrastructure sector	▪ A significant number of Wagners' key customers operate in the Australian infrastructure sector (comprising resources, energy production and non-resources related infrastructure construction). There can be no assurance that the current levels of capital investment and construction activity in the Australian infrastructure sector will grow, be maintained or not be reduced in the future. ▪ Reduced demand for Wagners' products and services resulting from reduction in or delays in current levels of capital investments and construction activity in the Australian and international infrastructure sector may materially and adversely affect Wagners' revenue, profitability and growth.
Manufacturing and product quality risk	▪ Wagners' products must meet regulatory requirements which are subject to continual review, including inspections, by the relevant regulatory authorities. Failure to continuously comply with applicable regulatory requirements or to take satisfactory action in response to an adverse inspection could result in enforcement actions such as shutdowns of, or restrictions on, manufacturing operations, delay in the approval of products, refusal.
Workplace health and safety	▪ Wagners' employees are at risk of workplace accidents and incidents given the nature of the industry in which Wagners operates. Workplace accidents and incidents resulting in employee injury may result in penalties under relevant work health and safety legislation, and harm reputation and financial performance.
Supplier risk	▪ The Company contracts with and has access to a number of key suppliers on which it relies for the supply of electricity and various raw materials (including clinker, gypsum, slag and glass fibre) both locally and internationally. Disruption in local and international supply contracts (electricity, shipping, raw materials) could cause product delays and potential loss of profitability.
Cyclical nature of business	▪ The construction industry can be cyclical in the volume of business undertaken. The construction cycles in Australia may adversely affect the Company's financial performance. The loss of major customers through industry downturns or for any other reason could impact earnings of Wagners.
Operating risks	▪ The Company's overall operations may be adversely affected by various factors, including but not limited to failure to sell its products, failure to achieve production, mechanical failure or plant breakdown, unanticipated manufacturing problems, infrastructure availability and unexpected shortages or increases in the cost of consumables, spare parts, labour, plant and equipment, unanticipated sourcing problems (including delays, disruptions or quality control problems), industrial and environmental accidents, industrial disputes or delays due to government actions. ▪ The costs and availability of plant, equipment and construction materials may also affect profitability. In particular, any operational failure or disruption at Wagners' Pinkenba facility may have a materially adverse affect on Wagners' profitability. ▪ Periods of adverse weather conditions can also reduce construction activity and lead to a decrease in demand for Wagners' products in areas affected by those weather conditions. In addition, any deterioration in the availability of third party transportation providers, or significant increases in the costs of affordability of transportation providers may adversely affect Wagners' ability to service its customers.

WAGNERS

KEY RISKS

Key risks for equity raising participants

Environmental claims	▪ Wagners operates in an industry where environmental issues may potentially delay contract performance or result in a shutdown of a project, causing a deferral or preventing receipt of anticipated revenues. Environmental risks may give rise to remediation obligations, civil claims and criminal penalties. Any potential liability or penalty could result in a significant financial loss.
Movements in foreign exchange rates	▪ Unfavourable movements in the foreign exchange rates between the Australian dollar and the currencies of Wagners' import and export markets may decrease Wagners' profit margins. This may increase the cost of raw materials sourced for overseas (such as clinker and slag), or adversely affect the demand for Wagners' products in relevant export markets. Movements in exchange rates can also make products which compete with Wagners' products in its export markets more competitive by creating a cost advantage for other exporters which could have a material adverse impact on the financial performance and prospects of Wagners.
Remote locations	▪ Wagners frequently undertakes projects in remote locations. This may involve difficulties for plant, equipment and materials and some locations involve inherent risk to personnel.
Inability to secure adequate insurance	▪ Whilst Wagners seeks to maintain insurance coverage that is consistent with industry practice, there is a risk that any claim under Wagners' insurance policies may be subject to certain exceptions, or may not be honoured (in full or in part). Wagners may also be unable to purchase sufficient insurances to cover all losses incurred. ▪ If Wagners were to incur substantial liabilities, or if its business operations were interrupted for a sustained period of time, it may suffer loss. Such losses may not be fully covered by Wagners' insurance policies. In addition, future coverage may not be available to Wagners when required, at commercially acceptable premiums, or at all.
Competition and loss of reputation	▪ The industry in which the Company operates is intensely competitive. A number of companies, both in Australia and abroad, may be pursuing the development of products and services that target the same markets that Wagners is targeting. ▪ The Company's products may compete with existing products that are already available to customers. In addition, a number of companies, both in Australia and abroad, may be pursuing the development of products that target the same customers that the Company is targeting. The Company may face competition from parties who have substantially greater resources than the Company. ▪ Downward pricing pressures are experienced from time to time as a result of competitive pressures (which may include potential new entrants in the market) and Wagners is not always able to quickly recover increases in operating expenses through higher selling prices (if at all). ▪ The success of Wagners is partly reliant on its reputation and brand. Any event or occurrence that diminishes Wagners' reputation or brand could have a significant adverse financial affect on Wagners.
Reliance upon systems and technology and cyber security	▪ Wagners' services and operations are heavily reliant upon technology and information systems. Wagners has invested significantly in the development of information systems designed to assist the Company to monitor individual contracts, maximise profits, manage relationships and identify and rectify risk or loss making situations. These systems may fail, or not operate effectively, and this may negatively impact on the business and the Company's performance. ▪ Failures or breaches, cyber-attacks, data theft and hacking of Wagners' electronic systems may lead to disruptions that negatively impact Wagners' business operations, potentially resulting in financial losses to Wagners and its Shareholders.
Regulation	▪ Wagners is subject to a broad and increasingly stringent range of environmental laws, regulations and standards. Unfavourable changes to the regulatory environment for civil contracting and construction services in Australia may have an impact on the profitability of Wagners.
Reliance on third parties	▪ Through its participation in contracts with third parties, Wagners relies on others for the success of its current operations. Problems caused by third parties may arise which have the potential to affect Wagners' financial performance and prospects. Subject to relevant agreements, Wagners cannot control the actions of third parties. Therefore, it cannot guarantee that its current operations will be carried out or managed in accordance with its preferred direction or strategy.

KEY RISKS

Key risks for equity raising participants

Wagners may be adversely impacted by industrial relations issues	Wagners may be adversely impacted by industrial relations issues in connection with its employees or the employees of its customers, contractors and suppliers due to strikes, work stoppages, work slowdowns, grievances, complaints, claims of unfair practices or other industrial activity under the enterprise bargaining arrangements governing their employment arrangements. Such enterprise bargaining arrangements are subject to renegotiation from time to time, which may result in product delays, increased labour costs or industrial action. These circumstances may materially and adversely affect Wagners' operational and financial performance.
Relationships with related parties may deteriorate	Wagners has entered into various related party arrangements with Wagner Corporation Pty Ltd, including a number of leases and licences and a wharf services agreement of key operational sites. Breakdown of relationships could destabalise harmony between parties leading to less than optimal usage and occupancy of site.
Debt covenants may be breached if performance declines	Factors such as a decline in Wagners' operational and financial performance could lead to a breach of its banking covenants. If a breach occurs, Wagners' financiers may seek to exercise enforcement rights under the debt facilities, including requiring immediate repayment, which may have a materially adverse effect of Wagners' future financial performance and position.
Requirement to raise additional funds	The Company may be required to raise additional equity or debt capital in the future. There is no assurance that it will be able to raise that capital when it is required or, even if available, the terms may be unsatisfactory. If the Company is unsuccessful in obtaining funds when they are required, the Company may need to delay or scale down its operations.
People, training and skills	- Wagners' success depends on its ability to attract and retain qualified key Personnel, including key members of Wagners' senior management team. There may be a negative impact on Wagners if any of its key Personnel leave. It may be difficult to replace them, or to do so in a timely manner or at a comparable expense. Additionally, any key Personnel of the Company who leaves to work for a competitor may adversely impact the Company. - The day-to-day management of Wagners relies on senior managers and Directors and the success of Wagners' business depends on its ability to attract and retain qualified key personnel, including key members of Wagners' senior management team, and maintain a motivated, engaged workforce.
Growth	There is a risk that the Company may be unable to manage its future growth successfully, and no guarantee Wagners can maintain or grow project volume or pipeline – including potential negative impacts from factors beyond Wagners' control (e.g. decline in industry growth, lack of/ slow market acceptance of NGBM products, lack of available sites to establish ready-mix concrete plants, inability to obtain requisite approvals for quarry operations).
Capital structure risk	The Wagner family retains a significant holding in Wagners and therefore has significant influence over the Company, including in relation to resolutions requiring the approval of Shareholders. This collective interest may also have an impact on liquidity (particularly having regard to the escrow arrangements referred to below), as well as acting as a potential deterrent to corporate transactions.
Foreign operations	Wagners derives a proportion of its revenue from operations in foreign countries. There are certain risks inherent in doing business on an international level, such as unexpected changes in regulatory requirements, tariffs, customs, duties and other trade barriers, difficulties in staffing and managing foreign operations, longer payment cycles, problems in collecting accounts receivable, political instability, expropriation, nationalisation and war. There may also be fluctuations in currency exchange rates, foreign exchange controls which restrict or prohibit repatriation of funds, technology export and import restrictions or prohibitions and delays from customers, brokers or government agencies. Wagners could also be adversely affected by seasonal reductions in business activity and potentially adverse tax consequences, any of which could adversely impact the success of Wagners' international operations.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