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HEAD OFFICE:
11 BALLERA COURT
1511 TOOWOOMBA CECIL PLAINS ROAD
WELLCAMP QLD 4350

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EMAIL: wagners@wagner.com.au

WAGNERS HOLDING COMPANY LIMITED
ACN 622 632 848



23 September 2022

ASX Market Announcements
ASX Limited
20 Bridge Street
SYDNEY NSW 2000

BY ELECTRONIC LODGEMENT

Wagners Holding Company Limited (Wagners)
Notice of Annual General Meeting, Proxy Form and Annual Report

Please find attached a copy of the 2022 Notice of Annual General Meeting and Proxy Form for the 2022 Annual General Meeting (AGM) of Wagners Holding Company Limited (ASX:WGN).

The AGM will be held on Wednesday, 26 October 2022 at 10:00am (Brisbane time) both as a physical and virtual meeting. The physical venue for the AGM is The Oaks Toowoomba, 25 Annand Street, Toowoomba, Queensland.

Further details regarding the AGM and how to attend using the virtual meeting technology is available in the Notice of Meeting attached. The link to the Notice of Meeting and InvestorVote will be emailed today to those shareholders who have elected to receive electronic communications. The Notice and Access letter will be dispatched by post today for all other shareholders.

A printed copy of the 2022 Annual Report is also being sent to those WGN shareholders who have elected to receive a printed copy. The 2022 Annual Report has previously been lodged with the ASX and is available in electronic form on Wagners website <http://investors.wagner.com.au>.

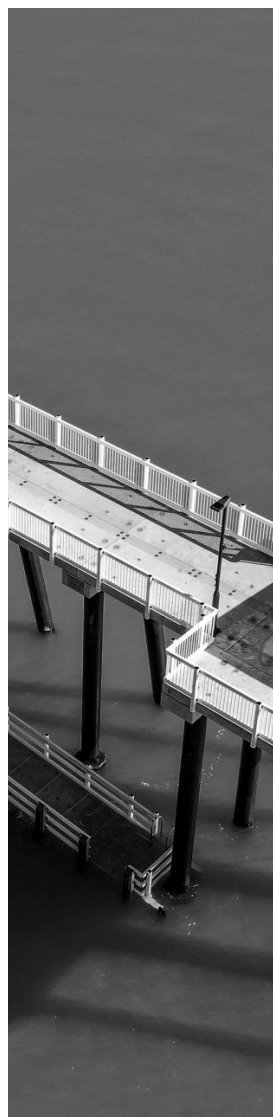
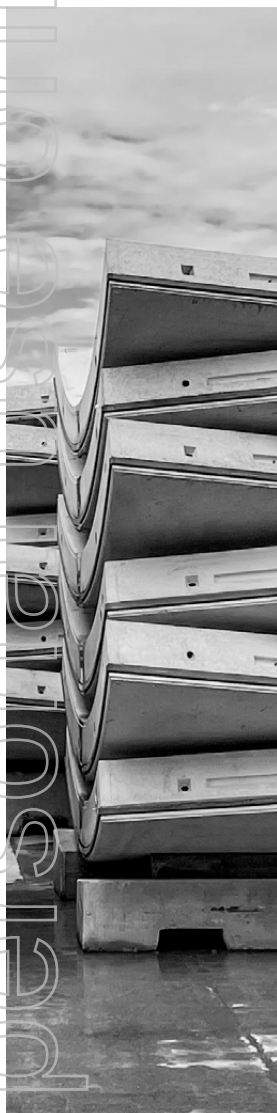
This announcement has been authorised for release to the market by the Company Secretary.

Regards,

Karen Brown
General Counsel and Company Secretary
Wagners
Ph: 07 3621 1131 | Email: karen.brown@wagner.com.au

Notice of Annual General Meeting

Wednesday, 26 October 2022



Wagners Holding Company Limited

ACN 622 632 848

WAGNERS

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Wagners Holding Company Limited ACN 622 632 848 (**Wagners**) will be held:

LOCATION

Online via the Computershare Online Platform <https://meetnow.global/MHNJMHK> and in person at The Oaks Toowoomba, 25 Annand Street, Toowoomba.

DATE

Wednesday, 26 October 2022.

TIME

10:00am (Brisbane time).

PARTICIPATION IN ANNUAL GENERAL MEETING

This year's Annual General Meeting will be a hybrid meeting, held both as a physical meeting and a virtual meeting via an online platform. This will ensure all Shareholders have a reasonable opportunity to participate in the meeting. Shareholders may attend the Annual General Meeting either in person or virtually by visiting the below meeting link on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

Meeting Link: <https://meetnow.global/MHNJMHK>

If you choose to participate in the Annual General Meeting virtually, you will be able view a live webcast of the meeting, ask the Directors questions online and submit your votes in real time. Instructions and further details on how to participate virtually are set out in the accompanying Virtual Meeting Guide.

It may not be possible to respond to all questions raised during the Annual General Meeting. Shareholders are therefore encouraged to submit questions in advance of the Annual General Meeting by email to investor@wagner.com.au or by submitting an online question when voting online at investorvote.com.au. The Chairman's address and Managing Director's address will attempt to address those questions more commonly asked.

We recommend logging in to the virtual meeting platform at least 15 minutes prior to the scheduled time for the Annual General Meeting by accessing <https://meetnow.global/MHNJMHK> on your smartphone, tablet or computer.

If you are unable to attend the Annual General Meeting to vote, the Board encourages you to lodge your votes online at www.investorvote.com.au using the control number (found on the Notice and Access Form) or by scanning the QR code on the Notice and Access Form.

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NOTICE OF ANNUAL GENERAL MEETING

ORDINARY BUSINESS

FINANCIAL STATEMENTS AND REPORTS

To consider and receive the financial report, the Directors' report and the auditor's report for the year ended 30 June 2022.

RESOLUTION 1 — DIRECTORS' REMUNERATION REPORT

To consider and, if in favour, pass the following resolution in accordance with section 250R(2) Corporations Act:

- 1 *'That the Remuneration Report be adopted.'*

Note: This resolution shall be determined under section 250R(2) Corporations Act. Votes must not be cast on this resolution by Key Management Personnel and closely related parties in contravention of section 250R or 250BD Corporations Act. Restrictions also apply to votes cast as proxy unless exceptions apply.

The Directors abstain, in the interests of good corporate governance, from making a recommendation in relation to this resolution.

RESOLUTION 2 — RE-ELECTION OF MR. DENIS WAGNER

To consider and, if in favour, pass the following resolution as an ordinary resolution:

- 2 *'That, Mr. Denis Wagner, who retires in accordance with Listing Rule 14.4 and rule 19.3(b) of the Constitution, and being eligible, be re-elected as a Director of the Company.'*

Note: Information about the candidate appears in the Explanatory Memorandum.

The Directors (with Mr. Denis Wagner abstaining) unanimously recommend that you vote in favour of this resolution.

SPECIAL BUSINESS

RESOLUTION 3 — APPROVAL OF PARTICIPATION IN LONG-TERM INCENTIVE PLAN — GRANT OF OPTIONS TO A RELATED PARTY: MR. CAMERON COLEMAN

To consider and, if in favour, to pass the following as an ordinary resolution:

- 3 *'That, for the purposes of Section 208 Corporations Act, Listing Rule 10.14 and all other purposes, approval be given to the issue of not more than 420,366 Options to Mr. Cameron Coleman, a related party of the Company by virtue of him being Managing Director of the Company, on the terms described in the Explanatory Memorandum accompanying this Notice of Meeting.'*

Note: This resolution shall be determined under section 208 Corporations Act. Votes must not be cast on this resolution by Mr. Coleman, a related party or associate of Mr. Coleman, in contravention of section 224 Corporations Act. Restrictions also apply to votes cast as proxy unless exceptions apply.

The Directors (with Mr. Coleman abstaining) unanimously recommend that you vote in favour of this resolution.

Dated: 22 September 2022.



KAREN BROWN
COMPANY SECRETARY

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NOTICE OF ANNUAL GENERAL MEETING

VOTING INTENTIONS OF THE CHAIRMAN

The Chairman of the Annual General Meeting intends to vote undirected proxies on, and in favour of, each of the resolutions set out in the Notice of Meeting. If there is a change to how the Chairman intends to vote undirected proxies, the Company will make an announcement to the market.

VOTING EXCLUSION STATEMENT

CORPORATIONS ACT

Resolution 1 — The Company will disregard votes cast by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or a closely related party of such a member, in contravention of section 250R or 250BD Corporations Act. Restrictions also apply to votes cast as proxy unless exceptions apply.

Resolution 3 — The Company will disregard votes cast as proxy by Key Management Personnel or their closely related parties in contravention of section 250BD Corporations Act. The Company will also disregard votes cast by or on behalf of a related party of the Company to whom the resolution would permit a financial benefit to be given or an associate of such a related party in contravention of section 224 Corporations Act.

For the purposes of section 224 Corporations Act, the Company will not disregard a vote if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution; and
- (b) it is not cast on behalf of a related party or associate of a related party of the Company to whom the resolution would permit a financial benefit to be given or an associate of such a related party.

LISTING RULES

Resolution 3 — For the purposes of Listing Rule 14.11, the Company will disregard any votes cast in favour of this resolution by or on behalf of the Directors of the Company including Mr. Coleman or an associate of those persons.

However, this does not apply to a vote cast in favour of the resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chairman of the Annual General Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (c) a holding acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolutions; and
 - (ii) holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

NOTICE OF ANNUAL GENERAL MEETING

NOTES

- (a) Terms used in this Notice of Meeting which are defined in the Explanatory Memorandum have the meaning given to them in the Explanatory Memorandum.
- (b) Subject to the Corporations Act, including sections 224, 250R and 250BD, a Shareholder who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- (c) The proxy need not be a Shareholder of the Company. A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- (d) If you wish to appoint a proxy and are entitled to do so, then complete and return the attached proxy form. To be effective, the proxy must be received at the share registry of the Company no later than 10:00am (Brisbane time) on Monday, 24 October 2022 (48 hours before the commencement of the meeting).
- (e) Corporation may elect to appoint a representative in accordance with the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
- (f) The Company has determined under regulation 7.11.37 Corporations Regulations that for the purpose of voting at the meeting or adjourned meeting, securities are taken to be held by those persons recorded in the Company's register of Shareholders as at 7.00pm (Sydney time) on Monday, 24 October 2022.
- (g) If you have any queries on how to cast your votes then call Karen Brown, Company Secretary, on +61 7 3621 1131 during business hours.
- (h) You will be able to participate in the meeting online by visiting <https://meetnow.global/MHNJMHK> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible. For further instructions on how to participate online, please refer to the additional information contained in this Notice of Meeting and the meeting user guide at the end of this document.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum accompanies the Notice of Meeting for the Annual General Meeting of the Company to be held on Wednesday, 26 October 2022 at 10:00am (Brisbane time) online at <https://meetnow.global/MHNJMHK> and at The Oaks Toowoomba, 25 Annand Street, Toowoomba.

The Explanatory Memorandum has been prepared to assist Shareholders in determining how to vote on the resolutions set out in the Notice of Meeting and is intended to be read in conjunction with the Notice of Meeting.

FINANCIAL STATEMENTS AND REPORTS

- 1 The Corporations Act requires that the report of the Directors, the auditor's report and the financial report be laid before the Annual General Meeting.
- 2 Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Constitution requires a vote of Shareholders at the Annual General Meeting on the financial statements and reports.
- 3 Shareholders will be given a reasonable opportunity at the meeting to raise questions and make comments on these reports.
- 4 In addition to asking questions at the meeting, Shareholders may address written questions to the chairman about the management of the Company or to the Company's auditor, BDO Audit Pty Ltd, if the question is relevant to:
 - (a) the content of the auditor's report; or
 - (b) the conduct of its audit of the annual financial report to be considered at the meeting.

Note: Under section 250PA(1) Corporations Act, a Shareholder must submit the question to the Company no later than the fifth business day before the day on which the Annual General Meeting is held.

- 5 Written questions for the auditor must be delivered by 5.00pm on Wednesday, 19 October 2022. Please send any written questions to BDO Audit Pty Ltd to:

The Company Secretary

Wagners
PO Box 1394
Eagle Farm BC, Queensland 4009
or via email to: Karen.Brown@wagner.com.au

RESOLUTION 1: REMUNERATION REPORT

- 6 The Remuneration Report is contained in the Annual Report. A copy is available on the Company's website.
- 7 The Corporations Act requires that the Remuneration Report be put to a vote of Shareholders.
- 8 The resolution of Shareholders is advisory only and not binding on the Company. The Board will take the discussion at the meeting into consideration when determining the Company's remuneration policy and appropriately respond to any concerns Shareholders may raise in relation to remuneration issues.
- 9 The Remuneration Report:
 - (a) reports and explains the remuneration arrangements in place for non-executive Directors, executive Directors and senior management; and
 - (b) explains Board policies in relation to the nature and value of remuneration paid to non-executive Directors, executives and senior managers within the Company.
- 10 The Chairman will give Shareholders a reasonable opportunity to ask questions about, or to make comments on, the Remuneration Report.

DIRECTORS' RECOMMENDATION

- 11 As the resolution relates to matters including the remuneration of the Directors, the Board, as a matter of good corporate governance and in accordance with the spirit of section 250R(4) Corporations Act, makes no recommendation regarding this resolution.

EXPLANATORY MEMORANDUM

RESOLUTION 2: RE-ELECTION OF MR. DENIS WAGNER

- 12 Rule 19.3(b) of the Constitution provides that no director who is not a managing director may hold office without re-election beyond the third Annual General Meeting following the meeting at which the director was last elected or re-elected. Listing Rule 14.4 also provides that a director must not hold office (without re-election) past the third annual general meeting following the director's appointment or three years, whichever is longer.
- 13 Accordingly, Mr. Denis Wagner will retire from office under rule 19.3(b) of the Constitution and Listing Rule 14.4 and stands for re-election.
- 14 Mr. Denis Wagner is one of the co-founders of Wagners and has been involved in the business since its inception and has been instrumental in developing Wagners into one of the leading construction materials producers in south-east Queensland. Denis brings over 30 years' experience in the construction materials industry and is a Fellow of the Australian Institute of Company Directors.
- 15 Mr. Denis Wagner is currently a non-executive Director of the Company and the Chairman of the Board, and has served as Director since the Company's incorporation on 2 November 2017.
- 16 Mr. Denis Wagner is Chair of the Company's Nomination Committee and a member of the Company's Remuneration Committee.

DIRECTORS' RECOMMENDATION

- 17 The Directors (with Mr. Denis Wagner abstaining), unanimously recommend the re-election of Mr. Denis Wagner to the Board.

RESOLUTION 3: APPROVAL OF PARTICIPATION IN LONG-TERM INCENTIVE PLAN — GRANT OF OPTIONS TO A RELATED PARTY: MR. CAMERON COLEMAN

- 18 The purpose of this resolution is for Shareholders to approve, pursuant to Section 208 Corporations Act, Listing Rule 10.14 and for all other purposes, the issue of Options under the LTIP to Mr. Cameron Coleman.
- 19 Approval of Resolution 3 will result in the grant of not more than 420,366 Options to Mr. Cameron Coleman falling within exception 14 in Listing Rule 7.2. Therefore, the issue of securities to Mr. Cameron Coleman will not be included in the 15% calculation for the purposes of Listing Rule 7.1. The issue of Shares in the Company on the exercise of the Options will also be excluded from Listing Rule 7.1.
- 20 Listing Rule 10.14 provides that a listed company must not permit:
 - (a) a Director of the Company (Listing Rule 10.14.1);
 - (b) an associate of the Director (Listing Rule 10.14.2); or
 - (c) a person whose relationship with the Company, the Director or that Director's associates is such that, in ASX's opinion, the acquisition should be approved by security holders (Listing Rule 10.14.3),
 to acquire securities in the Company under an employee incentive scheme, unless it obtains the approval of its shareholders.
- 21 In compliance with the information requirements of Listing Rule 10.15, Shareholders are advised of the following particulars in relation to Resolution 3:

EXPLANATORY MEMORANDUM

LISTING RULES REQUIREMENT	DETAILS
Name (Listing Rule 10.15.1)	Cameron Coleman
Related party category (Listing Rule 10.15.2)	Director of the Company
Number and class of securities (Listing Rule 10.15.3)	Not more than 420,366 Options
Details (including the amount) of current total remuneration package (Listing Rule 10.15.4)	Mr. Cameron Coleman's current remuneration package comprises: (a) \$551,118 base salary; (b) \$12,602 non-cash benefits; (c) \$27,500 superannuation; and (d) short term incentives awarded and share based payments as previously approved by Shareholders.
Number of securities that have previously been issued to Mr. Cameron Coleman under the Omnibus Incentive Plan and the average acquisition price paid (Listing Rule 10.15.5)	(a) 83,834 Shares at nil acquisition price; and (b) 776,502 Options at nil issue price.
Summary of the material terms of the LTIP (Listing Rule 10.15.6)	The Options granted to Mr Coleman will be subject to the following vesting conditions: (a) Tranche 1 — the 10-working day VWAP of the Company's share price after the release of the FY23 results is to be \$1.85; (b) Tranche 2 — the 10-working day VWAP of the Company's share price after the release of the FY24 results is to be \$2.50; and (c) Tranche 3 — the 10-working day VWAP of the Company's share price after the release of the FY25 results is to be \$2.95. Subject to the above vesting conditions being satisfied, the Options where those vesting conditions have been satisfied, may be exercised after a period of 3 years after the issue of the Options to Mr. Cameron Coleman and before the Expiry Date, which is 5 years after the issue of the Options to Mr. Cameron Coleman.
Explanation of why options are being used (Listing Rule 10.15.6)	If Resolution 3 is passed, the Company will be able to proceed with the grant of the Options to Mr. Cameron Coleman. If Resolution 3 is not passed, the grant of the Options to Mr. Cameron Coleman will not proceed. This may impact the Company's ability to incentivise Mr. Cameron Coleman and align his interests with those of Shareholders. The Board may need to consider alternative forms of remuneration in place of the issue and allotment of the Options to Mr. Cameron Coleman, which may not be as cost effective for the Company.
Value the Company attributes to the Options and the basis for that assessment (Listing Rule 10.15.6)	The cost per Option will be determined in accordance with the Black Scholes valuation as set out at paragraph 23.
Tranche issue dates (Listing Rule 10.15.7)	(a) Tranche 1 — not more than 140,122 options on 30 September 2023; (b) Tranche 2 — not more than 140,122 options on 30 September 2024; and (c) Tranche 3 — not more than 140,122 options on 30 September 2025.
Price at which the Company will issue the Options (Listing Rule 10.15.8)	Nil consideration.

EXPLANATORY MEMORANDUM

LISTING RULES REQUIREMENT	DETAILS
Summary of the material terms of the Omnibus Incentive Plan (Listing Rule 10.15.9)	Awards of Shares, Options, performance rights and share appreciation rights can be made under the Plan to a full-time or permanent part-time employee of one or more companies in the Wagners group, contractor or consultant as an eligible participant. An option confers a right to acquire a share during the exercise period, subject to the satisfaction of any vesting conditions, the payment of the exercise price for the option set out in the offer, and otherwise in the manner required by the Board and specified by the offer. A grant of an award under the Plan is subject to both the rules of the Plan and the terms of the specific offer. Participants may only: (a) create a Security Interest in; or (b) transfer, assign, dispose or otherwise deal with, awards, or any interest in awards, with the prior written consent of the Board. A participant does not have the right to vote in respect of an option, a performance right or a share appreciation right.
Summary of the material terms of any loan that will be made to Mr. Cameron Coleman in relation to the acquisition (Listing Rule 10.15.10)	Not applicable.

22 In compliance with Listing Rule 10.15.11:

- (a) details of any Options issued under the LTIP will be published in the Annual Report of the Company relating to the period in which the Options were issued, along with a statement that the approval was obtained under Listing Rule 10.14 (if approved under Resolution 3 of this Annual General Meeting); and
- (b) if any additional persons covered by Listing Rule 10.14, being those parties set out at paragraphs 20(b) and 20(c) of this Explanatory Memorandum, become entitled to participate in an issue of securities in the Company under the Omnibus Incentive Plan after this resolution is approved and who were not named in this Notice of Meeting will not participate until approval is obtained under the relevant Listing Rule.

EXPLANATORY MEMORANDUM

VALUATION

23 The Company has measured the cost of the Options by reference to their fair value at the date at which they may be granted, being 27 October 2022. The fair value is determined by using the Black Scholes model while taking into account the terms and conditions of the LTIP. The accounting estimates and assumptions used in the Company's valuation of the Options are:

- (a) given the 10-working day VWAP is not yet known, the number of Options to be issued has been calculated based on a share price of \$0.70;
 - (b) given the issue price is not yet known, an issue price of \$1.20 has been assumed to calculate the value of the options; and
 - (c) barrier valuation within the Black Scholes model has been used to determine the valuation,
- the key assumptions being:

	OPTION 1	OPTION 2	OPTION 3
Stock Price	1.20	1.20	1.20
Strike Price	0	0	0
Term (years)	1	2	3
Interest Rate (%)	2.87%	3%	3.17%
Dividend Yield (%)	0%	0%	0%
Volatility (%)	50%	50%	50%
Barrier	1.85	2.50	2.95
Rebate	0	0	0

and the valuation of the Options being:

TOTAL OPTIONS	TRANCHE 1	TRANCHE 2	TRANCHE 3
420,366	140,122	140,122	140,122
Participants at 30/9/2025	100%	100%	100%
Valuation per Option	\$0.59	\$0.54	\$0.58
Total value of Options	\$82,671.98	\$75,665.88	\$81,270.76

2022 LTI	BREAK-UP OF SHARED BASED PAYMENTS COSTS			TOTAL
30/06/2023	\$61,776.86	\$28,193.31	\$20,187.81	\$110,157.98
30/06/2024	\$20,895.12	\$37,936.59	\$27,164.47	\$85,996.18
30/06/2025	\$ –	\$9,535.97	\$27,090.25	\$36,626.23
30/06/2026	\$ –	\$ –	\$6,828.23	\$6,828.23
Total	\$82,671.98	\$75,665.88	\$81,270.76	\$239,608.62

RELATED PARTY TRANSACTIONS

24 Chapter 2E Corporations Act requires the Company, before giving a financial benefit to a related party of the Company, to:

- (a) obtain the approval of the Company's Shareholders in compliance with the provisions of Chapter 2E Corporations Act; and
- (b) give the benefit within 15 months after the approval.

25 For the purposes of Chapter 2E Corporations Act, Mr. Cameron Coleman is a related party of the Company by virtue of him being Managing Director of the Company.

26 Under resolution 3, the Company proposes to grant Options to Mr. Cameron Coleman in the form of Options. The Board wishes to obtain approval from the Shareholders to grant the Options in compliance with Listing Rule 10.14.

GLOSSARY

LISTING RULES REQUIREMENT	DETAILS
Annual General Meeting	means the Company's annual general meeting the subject of this Notice of Meeting.
Annual Report	means the 2022 annual report of the Company.
ASIC	means the Australian Securities and Investments Commission.
ASX	means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).
Board	means the board of directors of the Company.
Company or Wagners	means Wagners Holding Company Limited ACN 622 632 848.
Constitution	means the constitution of the Company.
Corporations Act	means the Corporations Act 2001 (Cth).
Corporations Regulations	means the Corporations Regulations 2001 (Cth).
Directors	means the directors of the Company.
Explanatory Memorandum	means the explanatory memorandum attached to the Notice of Meeting.
Key Management Personnel	means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).
Listing Rules	means the listing rules of ASX.
LTIP	means the long-term incentive plan agreed to between the Company and Mr. Cameron Coleman dated 20 September 2022.
Notice of Meeting	means the notice of meeting and includes the Explanatory Memorandum.
Omnibus Incentive Plan	means the Company's omnibus incentive plan approved under resolution 4 of the Company's annual general meeting in 2020.
Option	means an option to acquire a Share.
Remuneration Report	means the section of the Directors' report for the 2022 financial year that is included under section 300A(1) Corporations Act.
Shares	means the existing fully paid ordinary shares in the Company.
Shareholder	means a person who is the registered holder of Shares.

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Postal Address

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Street Address

11 Ballera Ct
1511 Toowoomba-Cecil Plains Rd
Wellcamp QLD 4350

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ACN 622 632 848

www.wagner.com.au



Wagners Holding Company Ltd
ABN 49 622 632 848

WGN

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (Brisbane time) on Monday, 24 October 2022.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999
SRN/HIN: I999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Wagners Holding Company Ltd hereby appoint

☐

the Chairman
of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Wagners Holding Company Ltd to be held at The Oaks Toowoomba, 25 Annand Street, Toowoomba and virtually via <https://meetnow.global/MHNJMHK> on Wednesday, 26 October 2022 at 10:00am (Brisbane time) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1 and 3 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 and 3 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1 and 3 by marking the appropriate box in step 2.

Step 2

Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Directors' remuneration report	☐	☐	☐
Resolution 2	Re-election of Mr. Denis Wagner	☐	☐	☐
Resolution 3	Approval of participation in long-term incentive plan – grant of Options to a related party: Mr. Cameron Coleman	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

WGN

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