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**HEAD OFFICE:**  
1 AIRPORT DRIVE  
1511 TOOWOOMBA CECIL PLAINS ROAD  
WELLCAMP QLD 4350

**POSTAL ADDRESS:**  
PO BOX 151 DRAYTON NORTH QLD 4350

**INT. PREFIX STD PREFIX NUMBER**  
TELEPHONE: (61 7) (07) 4637 7777

**EMAIL:** wagners@wagner.com.au



**WAGNERS HOLDING COMPANY LIMITED**  
**ACN 622 632 848**

28 September 2018

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 the following:

1. A copy of the 2018 Notice of Annual General Meeting; and
2. Proxy Form,

being sent to shareholders of Wagners today for the Annual General Meeting which is to be held on Thursday, 1 November 2018 at 10:30am (Brisbane time) at The Annex, City Hall, 541 Ruthven Street, Toowoomba, Queensland.

A printed copy of the 2018 Annual Report is also being sent to those Wagners shareholders who have elected to receive a printed copy. The 2018 Annual Report has previously been lodged with ASX and is available in electronic form on Wagners website <http://investors.wagner.com.au>.

Regards,

**Karen Brown**

General Counsel and Company Secretary

**Wagners**

Ph: 07 4637 7777 | Mobile: 0410 606 639 | Fax: 07 4637 7778 | Email: karen.brown@wagner.com.au

# NOTICE OF ANNUAL GENERAL MEETING

**WAGNERS HOLDING COMPANY LIMITED ACN 622 632 848**

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

**Location** The Annex, City Hall, 541 Ruthven Street,  
Toowoomba, Queensland 4350

**Date** Thursday, 1 November 2018

**Time** 10.30am (Brisbane time)

## 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 2018.

### 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.

### ELECTION OF MS LYNDA O'GRADY

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

- 2 'That Ms Lynda O'Grady, who retires having previously been appointed to fill a casual vacancy in accordance with rule 19.2(b) of the Company's constitution, and having consented to act and being eligible, be elected as a Director of the Company.'

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

The Directors (with Ms O'Grady abstaining) unanimously recommend that you vote in favour of this resolution.

### ELECTION OF MR PETER CROWLEY

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

- 3 'That Mr Peter Crowley, who retires having previously been appointed to fill a casual vacancy in accordance with rule 19.2(b) of the Company's constitution, and having consented to act and being eligible, be elected as a Director of the Company.'

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

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

## SPECIAL BUSINESS

### RE-APPOINTMENT OF AUDITOR

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

- 4 'That BDO Audit Pty Ltd, having been duly nominated by a Shareholder of the Company and consented in writing to act, be appointed as registered auditor of Wagners Holding Company Limited.'

Note: BDO Audit Pty Ltd is the existing auditor but is formally nominated for re-appointment under section 328B Corporations Act as this is the Company's first annual general meeting.

The Directors unanimously recommend that you vote in favour of this resolution.

### REQUISITIONED RESOLUTION – POWERS OF THE BOARD

To consider as a special resolution put forward by shareholders:

- 5 'To amend the constitution to insert at the end of clause 20 "Powers and duties of directors" the following new subclause: 20.4 "In the exercise of their powers and duties pursuant to clause 20.1, the directors shall ensure the business of the company is managed in a manner consistent with the objective of holding global warming to below two degrees Celsius above preindustrial levels.'

The Directors unanimously **RECOMMEND AGAINST** this resolution.

28 September 2018

By order of the Board



**Karen Brown**  
Company Secretary

## VOTING EXCLUSION STATEMENT

Resolution 1 – The Company will disregard votes cast by 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.

### 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 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 10.30am (Brisbane time) on Tuesday, 30 October 2018 (48 hours before the commencement of the meeting).
- (e) A 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 Tuesday, 30 October 2018.
- (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.

## EXPLANATORY MEMORANDUM

This Explanatory Memorandum accompanies the notice of Annual General Meeting of the Company to be held at The Annex, City Hall, 541 Ruthven Street, Toowoomba, Queensland 4350 on Thursday, 1 November 2018 at 10.30am (Brisbane time).

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 2001* (Cth) (**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 Thursday, 25 October 2018. Please send any written questions to BDO Audit Pty Ltd to:

The Company Secretary  
PO Box 1394  
Eagle Farm BC, Queensland 4009

or via email to: [Karen.Brown@wagner.com.au](mailto: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**

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.

### **RESOLUTION 2: ELECTION OF MS LYNDA O'GRADY**

- 11 Rule 19.2(b) of the Constitution provides that a Director appointed by the Board to fill a casual vacancy or as an addition to the existing Directors will hold office until the end of the next annual general meeting of the Company, at which the director may be elected.
- 12 Ms Lynda O'Grady retires from office under Listing Rule 14.4 and rule 19.2(b) of the Constitution and stands for election.

- 13 Lynda has held Executive/Managing Director roles at Telstra, including Chief of Product. Prior to this, Lynda was Commercial Director of Australian Consolidated Press (PBL) and General Manager of Alcatel Australia. She was Chairman of the Aged Care Financing Authority until her retirement effective 30 April 2018 and is a member of the Advisory Board of Jamieson Cote Bonds and Council of Southern Cross University. She is also currently a director of Domino's Pizza Enterprises Limited (ASX: DMP).
- 14 Lynda is a member of the Company's Nomination Committee and Remuneration Committee.
- 15 The Board considers that Lynda is an independent non-executive director.

#### **Directors' Recommendation**

- 16 The Directors (with Ms O'Grady abstaining), unanimously recommend the election of Ms O'Grady to the Board.

### **RESOLUTION 3: ELECTION OF MR PETER CROWLEY**

- 17 As noted above, rule 19.2(b) of the Constitution provides that a Director appointed by the Board to fill a casual vacancy or as an addition to the existing Directors will hold office until the end of the next annual general meeting of the Company, at which the director may be elected.
- 18 Mr Peter Crowley retires from office under Listing Rule 14.4 and rule 19.2(b) of the Constitution and stands for election.
- 19 Peter has over 35 years' experience in the construction materials and building products industries and 20 years' experience as a public company director, including Managing Director of GWA Group for 13 years. He currently serves on the Advisory Board of BGW Group. He is also a current director of Wesley Medical Research Limited.
- 20 Peter is chair of the Company's Remuneration Committee and a member of the Company's Audit and Risk Committee.
- 21 The Board considers that Peter is an independent non-executive director.

#### **Directors' Recommendation**

- 22 The Directors (with Mr Crowley abstaining), unanimously recommend the election of Mr Crowley to the Board.

## SPECIAL BUSINESS

### RESOLUTION 4: REAPPOINTMENT OF AUDITOR

- 23 Resolution 4 seeks Shareholder approval for the re-appointment of BDO Audit Pty Ltd as auditor of the Company whose tenure as auditor ceases at the Meeting, being the Company's first annual general meeting.
- 24 Section 327A Corporations Act provides that the initial auditor of a public company holds office only until the first annual general meeting, at which time the appointment will automatically lapse. Under section 327B(1) Corporations Act, the Company must appoint an auditor at its first annual general meeting.
- 25 BDO Audit Pty Ltd has been duly nominated as the Company's auditor by a Shareholder as required by section 328B(1) Corporations Act. A copy of the nomination is provided in Annexure A of this Explanatory Memorandum. In accordance with section 328B(3) Corporations Act, all persons to whom notice of the nomination must be made, have been so notified.
- 26 BDO Audit Pty Ltd has given its consent to act as auditor of the Company to the Board in accordance with section 328A(1) Corporations Act.

#### Directors' Recommendation

- 27 The Directors unanimously recommend the appointment of BDO Audit Pty Ltd as the auditor of the Company.

### RESOLUTION 5: QUESTIONED RESOLUTION – POWERS OF THE BOARD

- 28 Shareholders holding approximately 0.0127 percent of the Company's ordinary shares (**Proponents**) have proposed resolution 5 (**Proposed Resolution**) to amend the Company's Constitution.<sup>1</sup>
- 29 The Proponents have prepared an outline in support of the Proposed Resolution and have requested that it be provided to shareholders as set out in Annexure B of this Explanatory Memorandum.<sup>2</sup>

#### Board response

- 30 The Board respects the rights of Shareholders to seek to put forward resolutions and seek to amend the Company's Constitution. However, in this case, the Board believes that the Proposed Resolution is not in the best interests of the Company as a whole.
- 31 The Board therefore **recommends against** the Proposed Resolution.
- 32 The power to manage the business of the Company is given to the Board by the Constitution, which is expressed as a broad power. This is to enable the Board to exercise its judgment independently and holistically so that Directors can act in the interests of the Company as a whole.

- 33 The resolution proposes inserting a new provision in the Company's Constitution which would require that, in the exercise of their powers and duties, the Directors 'will ensure the business of the company is managed in a manner consistent with the objective of holding global warming to below two degree Celsius above preindustrial levels'. The Board is of the view that such an amendment is unnecessary and unhelpful on the basis that:
- (a) it lacks sufficient clarity to enable practical application, inviting disagreement as to compliance. This would add uncertainty and detract from the Board's decision-making process in a manner that would be contrary to Shareholders' best interests;
  - (b) the effect of the Proposed Resolution, if passed, would be to require the Directors to apply an ambiguous requirement in relation to the activities of the Company and its customers. It could also create conflict for the Directors when seeking to discharge their duties;
  - (c) the Directors are already obliged to make decisions and manage risks in the Company's best interests, which requires them to consider a range of issues. The Board believes that it would not be appropriate for one specific issue (in this case climate change) to be elevated over any other issue it is required to consider when fulfilling its duties;
  - (d) Wagners is committed to improving the environment and is pleased to have Shareholders that share its view on this. The Company has demonstrated its environmental commitment in the development of Earth Friendly Concrete (**EFC**), which significantly reduces carbon emissions. It also provides superior structural properties and reduces degradation in corrosive environments. EFC has the potential to make a huge contribution to the reduction of carbon emissions globally without causing any disruption to the quality of life we all enjoy. The Board encourages all Shareholders to actively support the Company in promoting and using this product as well as canvassing all users of concrete to consider the use of EFC to protect the environment.

#### Directors' Recommendation

- 34 The Directors unanimously recommend that shareholders vote against this resolution. The Chairman of the meeting intends to vote any undirected proxies held by him against this resolution.

<sup>1</sup> Pursuant to section 249N of the Corporations Act

<sup>2</sup> Pursuant to section 249P of the Corporations Act

## GLOSSARY

<b>Annual General Meeting</b>	means the Company's annual general meeting the subject of this Notice of Meeting.	<b>Explanatory Memorandum</b>	means the explanatory memorandum attached to the Notice of Meeting.
<b>Annual Report</b>	means the 2018 annual report of the Company.	<b>Key Management Personnel</b>	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).
<b>ASIC</b>	means the Australian Securities and Investments Commission.	<b>Listing Rules</b>	means the listing rules of ASX.
<b>ASX</b>	means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).	<b>Notice of Meeting</b>	means the notice of meeting and includes the Explanatory Memorandum.
<b>Board</b>	means the board of directors of the Company.	<b>Proponent</b>	means the Shareholders who are the proponents of resolution 5 of the Notice of Meeting.
<b>Company or Wagners</b>	means Wagners Holding Company Limited ACN 622 632 848.	<b>Proposed Resolution</b>	means resolution 5 of the Notice of Meeting.
<b>Constitution</b>	means the constitution of the Company.	<b>Remuneration Report</b>	means the section of the Directors' report for the 2018 financial year that is included under section 300A(1) Corporations Act.
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth).	<b>Shares</b>	means the existing fully paid ordinary shares in the Company.
<b>Corporations Regulations</b>	means the <i>Corporations Regulations 2001</i> (Cth).	<b>Shareholder</b>	means a person who is the registered holder of Shares.
<b>Directors</b>	means the directors of the Company.		

# ANNEXURE A

## NOMINATION OF AUDITOR

The Directors  
Wagners Holding Company Limited ACN 622 632 848  
1 Airport Drive  
1511 Toowoomba Cecil Plains Road  
Wellcamp QLD 4350

26 September 2018

Dear Sirs

## NOMINATION OF AUDITOR

Pursuant to section 328B(1) of the Corporations Act, I Karen Brown, being a shareholder of Wagners Holding Company Limited ACN 622 632 848, provide notice of nomination of BDO Audit Pty Ltd for appointment as the company auditor of Wagners Holding Company Limited.

It is intended that this nomination will be put forward as an item of business for consideration of shareholders at the company's forthcoming annual general meeting.

Yours sincerely



# ANNEXURE B

## SHAREHOLDER STATEMENT FOR REQUISITIONED RESOLUTION 5

Wagners Holding Company Ltd

2018 AGM

### Resolution – Amendment to the Constitution

To amend the constitution to insert at the end of clause 20 'Powers and duties of directors' the following new subclause: 20.4 "In the exercise of their powers and duties pursuant to clause 20.1 the directors shall ensure the business of the company is managed in a manner consistent with the objective of holding global warming to below two degrees Celsius above preindustrial levels".

This entails, but is not limited to:

- » embedding climate change risk management into its governance, strategy and operations
- » not engaging in projects that are inconsistent with a 2°C limit;
- » restructuring executive remuneration to incentivise changes necessary to meet these ends.

### Supporting Statement

In the interests of all shareholders, and all Australians, our company requires sound and stable governance, and a preparedness to manage the climate change risks it, and the broader economy and community face.

The severity, breadth and immediacy of climate change risk has resulted in 179 countries<sup>1</sup> signing on to the Paris Climate Change Agreement.<sup>2</sup>

Australian Prudential Regulation Authority (APRA) executive board member Geoff Summerhayes has laid down a marker on Directors' duties: "While climate risks have been broadly recognised, they have often been seen as a future problem or a non-financial problem. [...] This is no longer the case. Some climate risks are distinctly 'financial' in nature. Many of these risks are foreseeable, material and actionable now."<sup>3</sup>

1 <https://unfccc.int/precess/the-paris-agreement/status-of-ratification>

2 <https://unfccc.int/precess-and-meetings/the-paris-agreement/what-is-the-paris-agreement>

3 <https://www.apra.gov.au/media-centre/speeches/australias-new-horizon-climate-change-challenges-and-prudential-risk>, Feb 2017

4 Recommendations of the Task Force on Climate-related Financial Disclosures, Final Report, June 2017 at <https://www.fsb-tcfd.org/wpcontent/uploads/2017/06/FINAL-TCFD-Report-062817.pdf>, Pg.8

5 *ibid*, Pg.6,27

6 [https://investors.wagner.com.au/media/1073/mor-2366-wagners-prospectus\\_v5.pdf](https://investors.wagner.com.au/media/1073/mor-2366-wagners-prospectus_v5.pdf), Nov-2017, Pg.88

7 TCFD, Pg.6.

8 <https://www.asx.com.au/asxpdf/20180111/pdf/43qr3wnxxqby.pdf>, Jan-2018

9 <https://www.sbs.com.au/news/adani-s-16-billion-queensland-mega-mine-gets-the-go-ahead>

### Wagners and climate change governance

Wagners' identification of material risk resulting from climate change is non-existent, with no mention of climate change in its prospectus, governance, policy or half-year reporting documents.

We believe that a failure to govern our company in a manner consistent with holding global warming below 2°C, is a failure to mitigate against the following risks identified in the final recommendations produced by the Task Force on Climate-related Financial Disclosures (TCFD):

- » Reputation Risk<sup>4</sup>
- » Physical Risk<sup>5</sup>

Further, we believe that this governance *must* extend to consider operations that *enable* a project not aligned to a 2°C limit, and not just Wagners' immediate operations.

### Reputation Risk

Wagners' prospectus identifies a diminishment of reputation as a *specific investment risk*, that "could have a significant adverse financial effect"<sup>6</sup>

The TCFD identifies climate change "as a potential source of reputational risk tied to changing customer or community perceptions of an organisation's contribution to or detraction from the transition to a lower-carbon economy"<sup>7</sup>

The reputational risk to Wagners involving itself in business unaligned to a 2°C limit is evident in its partnership<sup>8</sup> with Adani Mining Pty Ltd (Adani) to build the airport to service the largest new thermal coal mine in the southern hemisphere.<sup>9</sup>

This mine has no social licence, with the largest environmental campaign in Australia's history opposing it.<sup>10,11,12,13</sup> Public disapproval has only increased with new, critical scientific information about increasing global climate change threats,<sup>14,15,16</sup> with a majority of Australian's opposing it outright<sup>17</sup> and an unignorable 77% in opposition from Australian's who know of the project.<sup>18</sup>

10 <http://www.stopadanialliance.com/members>

11 <http://www.stopadani.com/>

12 <http://wanganjagalingou.com.au/our-fight/>

13 <https://www.frontlineaction.org/>

14 <https://www.nature.com/news/three-years-to-safeguard-our-climate-1.22201>

15 [http://climateneWSnetwork.net/antarctic-warming-threatens-ice-shelf/?utm\\_source=Climate+News+Network&utm\\_campaign=410a02c94a-EMAIL\\_CAMPAIGN\\_2017\\_05\\_22&utm\\_medium=email&utm\\_term=0\\_1198ea8936-410a02c94a-38804213](http://climateneWSnetwork.net/antarctic-warming-threatens-ice-shelf/?utm_source=Climate+News+Network&utm_campaign=410a02c94a-EMAIL_CAMPAIGN_2017_05_22&utm_medium=email&utm_term=0_1198ea8936-410a02c94a-38804213)

16 <https://www.carbonbrief.org/billions-face-deadly-threshold-heat-extremes-2100-study>

17 <https://www.smh.com.au/politics/federal/big-surge-in-opposition-to-ada-ni-new-polling-reveals-20180131-p4yz4o.html>, Feb-2018

18 <http://www.roymorgan.com/findings/7364-roy-morgan-snap-sms-survey-adani-coal-mine-october-2017-201710130323>, Oct-2017



Wagners is a target of disruption over this business relationship, bringing attention to Wagners' brand in traditional media<sup>19,20</sup> Australian's no longer accept an argument that defers responsibility to the client or to the government environmental assessments that exclude climate change impact."<sup>21</sup>

There is a clear disconnect within Wagners' governance, of the relationship between climate change and the impact on our environment and the Australian community, with co-founder and Director John Wagner stating (in respect to the Adani mine): "If there was one ounce of issue to the Barrier Reef I wouldn't support it, but I am convinced there's not."<sup>22</sup>

Companies can no longer retain their social licence by absolving themselves of responsibility, and we the shareholders believe that Wagners' reputation is at risk if it does not take on this responsibility and govern the company in a way consistent with a 2°C limit.

### Physical Risk- Operating and Insurance Costs

Climate change is attributed to an increase in frequency and severity of extreme weather events, with the TCFD identifying that these climate change driven physical events have financial implications to organisations, such as damage to assets and disruption in supply chains.<sup>23</sup>

Wagners identifies the following key risks to investors - "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."<sup>24</sup> "This may have a significant adverse impact on Wagners' profitability."<sup>25</sup>

Critically, the *absence* of such extreme weather events is identified as a general assumption underpinning the company's forecasted financial information in their prospectus, where it is assumed that "There are no major weather events that may materially impact on the operations of Wagners, or its key customers and suppliers."<sup>26</sup>

Further, the relationship between climate change, extreme weather events and insurance impacts is globally understood,<sup>27,28</sup> and our company identifies that substantial interruptions to business operations could suffer loss that may not be fully covered by insurance and may result in future coverage being inadequate, too costly, or not available at all.<sup>29</sup>

As such, common sense concludes that any business our company undertakes that is unaligned with a 2°C limit, is business that has a direct negative impact on our company's financial performance in the future.

19 <https://www.facebook.com/GalileeBlockade/posts/2110614462529282>  
<https://www.facebook.com/GalileeBlockade/posts/2108477726076289>  
[https://www.facebook.com/GalileeBlockade/posts/2092892440968151?\\_xts\\_\\_\[0\]=68.ARB3iPEg5qQVWtvyp7hOXlwzSRikx2GDnCXOpK10SSb0D9E\\_EtOX3h\\_5XVcU8tm\\_u3rJ\\_laMbhdsRTI8JtqktXJKmE8JIIIRSZbAyemXLpQHYNu5NQyDSg7xL3t8Jd\\_nP3xbWwYuo3R&\\_tn\\_=-R](https://www.facebook.com/GalileeBlockade/posts/2092892440968151?_xts__[0]=68.ARB3iPEg5qQVWtvyp7hOXlwzSRikx2GDnCXOpK10SSb0D9E_EtOX3h_5XVcU8tm_u3rJ_laMbhdsRTI8JtqktXJKmE8JIIIRSZbAyemXLpQHYNu5NQyDSg7xL3t8Jd_nP3xbWwYuo3R&_tn_=-R)

20 <https://www.afr.com/business/wagners-western-sydney-airport-works-bid-targeted-by-adani-protesters-20180726-h136m2>

21 <http://www.statedevelopment.qld.gov.au/assessments-and-approvals/carmichael-coal-environmental-impact-statement.html>, Aug-2015

22 <http://www.abc.net.au/radio/brisbane/programs/drive/john-wagner/9411022>, Feb-2018, 6:35mins

23 TCFD | Pg.6

24 Prospectus, Pg.20

25 Prospectus, Pg.88

26 Prospectus, Pg.79

27 TCFD, Pg.10

28 <https://www.apra.gov.au/media-centre/speeches/australias-new-horizon-climate-change-challenges-and-prudential-risk>, Feb-2017

29 Prospectus, Pg.88




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

### Lodge your vote:

 **Online:**  
www.investorvote.com.au

 **By Mail:**  
Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) www.intermediaryonline.com

**For all enquiries call:**  
(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

## Proxy Form

XX



### Vote and view the annual report online

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



### Your access information that you will need to vote:

**Control Number: 999999**

**SRN/HIN: I999999999**

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

 **For your vote to be effective it must be received by 10:30am (Brisbane time) Tuesday 30 October 2018**

### 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.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
or turn over to complete the form** →



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.



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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 Annex, City Hall, 541 Ruthven Street, Toowoomba, Queensland 4350 on Thursday, 1 November 2018 at 10:30am (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 **Item 1** (except where I/we have indicated a different voting intention below) even though **Item 1** is 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 **Item 1** by marking the appropriate box in step 2 below.

## 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.

**Please Note:** to fully inform shareholders in exercising their right to vote, please be aware that if the Chairman of the Meeting is appointed as your proxy (or becomes your proxy as default), the Chairman of the Meeting intends to vote available proxies in the same manner set out beside each resolution. This reflects the recommendation of the board.

BOARD RECOMMENDED RESOLUTIONS		Board Recommendation	For	Against	Abstain
The Board recommends shareholders vote FOR Resolutions 2 to 4					
1	Directors' remuneration report		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Election of Ms Lynda O'Grady	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Election of Mr Peter Crowley	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Re-appointment of Auditor	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
NON-BOARD ENDORSED RESOLUTION					
The Board recommends shareholders vote AGAINST Resolution 5					
5	Requisitioned resolution - powers of the Board	AGAINST	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Before completing your vote and returning by post, please consider using the preferred electronic voting option outlined on the front page of this form.**

The Chairman of the Meeting intends to vote undirected proxies in favour of items 1, 2, 3 and 4 of business and against item 5. 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.

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /