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



29 October 2019

Dear Shareholder

## **Wagners Entitlement Offer – notice to ineligible shareholders**

On 29 October 2019, Wagners Holding Company Limited (**Wagners**) announced an equity raising via a 1 for 6.25 renounceable entitlement offer of fully paid ordinary shares in Wagners (**New Shares**) to raise approximately \$40 million (**Entitlement Offer**).

The purpose of the Entitlement Offer is principally to repay debt and strengthen the balance sheet for future near-term growth opportunities.

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

## **Terms of the Entitlement Offer**

Under the Entitlement Offer, Eligible Shareholders (defined below) will be invited to subscribe for 1 New Share for every 6.25 existing Wagners ordinary shares held at 7.00pm (AEDT) on 1 November 2019 (**Record Date**) at an offer price of \$1.55 per New Share (**Entitlement**).

The Entitlement Offer is being made by Wagners without a disclosure document or product disclosure statement under section 708AA *Corporations Act 2001* (Cth) (as notionally modified by the ASIC Corporations (Non-traditional Rights Issues) Instrument 2016/84) (**Corporations Act**).

Documents relating to the Entitlement Offer were lodged with ASX on 29 October 2019 and are being mailed to Eligible Shareholders. Shareholder approval is not required for Wagners to make the offer under the Entitlement Offer.

## **Eligibility of shareholders to participate in the Entitlement Offer**

Wagners has determined, under ASX Listing Rule 7.7.1(a) and section 9A(3) Corporations Act, that it would be unreasonable to make offers to shareholders in all countries in connection with the Entitlement Offer. Accordingly, in compliance with ASX Listing Rule 7.7.1(b) and section 9A(3)(b) Corporations Act, this letter is to inform you that Wagners has determined that you are not an Eligible Shareholder and therefore are ineligible to apply for New Shares under the Entitlement Offer.

## **You are not required to do anything in response to this letter.**

The Entitlement Offer is only available to Eligible Shareholders. An Eligible shareholder means a holder of Wagners shares at 7.00pm (AEDT) on the Record Date who:

- has a registered address in Australia or New Zealand or is a shareholder that Wagners has otherwise determined is eligible to participate;
- is not in the United States and is not a nominee, custodian or other person acting for the account or benefit of a person in the United States; and
- is eligible under all applicable securities laws to receive an offer under the Entitlement Offer without any requirement for a prospectus to be lodged or registered.

As you do not satisfy the criteria for eligibility, Wagners is unfortunately unable to extend the Entitlement Offer to you.

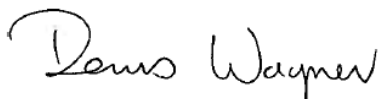
New Shares equivalent to the number of New Shares you would have been entitled to if you were an Eligible Shareholder will be allocated in accordance with the underwriting agreement.

Wagners has appointed Morgans Financial Limited ACN 010 669 726 to act as nominee for ineligible shareholders (**Nominee**) to arrange for the sale of the rights which would have been offered to them. The Nominee will arrange for proceeds (if any), net of expenses, to be paid to the Company (or its Share Registry) who then will arrange for those proceeds to be distributed proportionally to each Ineligible Shareholder.

## **Further information**

If you have any queries, please call 07 3621 1131 (inside Australia) or +61 7 3621 1131 (outside Australia) between 8.30am and 5.00pm (AEDT) Monday to Friday during the offer period or, alternatively, consult your professional adviser.

On behalf of the Directors, I thank you for your continued support of Wagners.



Denis Wagner  
Chairman  
Wagners Holding Company Limited

## **About Wagners:**

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

## **Important information**

This letter does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States. No action has been or will be taken to register, qualify or otherwise permit a public offering of the New

Shares in any jurisdiction outside Australia or New Zealand. In particular, the New Shares have not been, and will not be, registered under the United States Securities Act of 1933 (the 'US Securities Act') or the securities laws of any state or other jurisdiction of the United States. Accordingly, the Entitlements under the Entitlement Offer may only be taken up by, and the New Shares in the Entitlement Offer may only be offered or sold to, directly or indirectly, certain persons outside the United States in 'offshore transactions' (as defined in Rule 902(h) of Regulation S under the US Securities Act) in reliance on Regulation S under the US Securities Act.