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WAGNERS HOLDING COMPANY LIMITED
ACN 622 632 848

25 September 2020

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 2020 Notice of Annual General Meeting and Proxy Form for the 2020 Annual General Meeting (AGM) of Wagners Holding Company Limited (ASX:WGN).

The AGM will be held on Wednesday, 28 October 2020 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 2020 Annual Report is also being sent to those Wagners shareholders who have elected to receive a printed copy. The 2020 Annual Report has previously been lodged with 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 | 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:

Location	Online via web.lumiagm.com In person at The Oaks Toowoomba, 25 Annand Street, Toowoomba
Date	Wednesday, 28 October 2020
Time	10:00am (Brisbane time)

PARTICIPATION IN A VIRTUAL AGM

Given the ongoing impacts of the COVID-19 pandemic and the various restrictions on domestic and international travel and public gatherings, this year's Annual General Meeting will be held both as a physical meeting and virtually via an online platform. This will ensure all Shareholders have a reasonable opportunity to participate in the meeting. Shareholders may attend the AGM either in person or virtually by visiting <https://web.lumiagm.com/356504699> on your smartphone, tablet or computer or downloading the Lumi AGM app. To participate in the Meeting, you will be required to enter the unique 9 digit Meeting ID provided below:

Meeting ID: 356 504 699

If you choose to participate online, you will be able to 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 AGM. Shareholders are therefore encouraged to submit questions in advance of the AGM 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 CEO's address will attempt to address those questions more frequently asked.

We recommend logging into the virtual meeting platform at least 15 minutes prior to the scheduled time for the AGM by accessing <https://web.lumiagm.com/356504699> on your smartphone, tablet or computer.

If you are unable to attend the AGM 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.

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 2020.

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.

RE-ELECTION OF MR JOHN WAGNER

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

- 2 'That, Mr John Wagner, who retires in accordance with Listing Rule 14.4 and rule 19.3(b) of the Company's 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 John Wagner abstaining) unanimously recommend that you vote in favour of this resolution.

RE-ELECTION OF MR ROSS WALKER

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

- 3 'That, Mr Ross Walker, who retires in accordance with Listing Rule 14.4 and rule 19.3(b) of the Company's 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 Ross Walker abstaining) unanimously recommend that you vote in favour of this resolution.

APPROVAL OF OMNIBUS INCENTIVE PLAN

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

- 4 'That for the purpose of Listing Rule 7.2, exception 13, sections 200B and 200E of the Corporations Act and for all other purposes, the Company hereby approves the renewal of the Company's Omnibus Incentive Plan, the terms and conditions of which are summarised in the Explanatory Memorandum.'

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

APPROVAL OF EXECUTIVE STI PLAN

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

- 5 'That for the purpose of Listing Rule 7.2, exception 13 and for all other purposes, the Company hereby approves the renewal of the Company's Executive STI Plan, the terms and conditions of which are summarised in the Explanatory Memorandum.'

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

APPROVAL OF BROAD-BASED EMPLOYEE SHARE PLAN

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

- 6 'That for the purpose of Listing Rule 7.2, exception 13 and for all other purposes, the Company hereby approves the renewal of the Company's Broad-Based Employee Share Plan, the terms and conditions of which are summarised in the Explanatory Memorandum.'

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

RENEWAL OF PROPORTIONAL TAKEOVER APPROVAL PROVISIONS

To consider and, if in favour, to pass the following resolution as a special resolution:

- 7 'That the proportional takeover approval provisions contained in rule 15 of the Company's constitution be granted effect for a further three years, effective on the day on which this resolution is passed.'

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

Dated: 25 September 2020

By order of the Board



Karen Brown
Company Secretary

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 4 – The Company will disregard any votes cast by, or on behalf of, an eligible employee of the Company holding a managerial or executive office (which includes members of the Key Management Personnel) who may, as a retiree, receive a benefit approved under Resolution 4 or an associate of those persons. Restrictions also apply to votes cast as proxy unless exceptions apply.

Resolutions 4, 5 and 6 – 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

Resolutions 4, 5 and 6 – In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the resolution by or on behalf of any person who is eligible to participate in the applicable incentive plan of the Company and each of their associates.

However, for the purposes of Listing Rule 14.11, this does not apply to a vote cast in favour of a 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 chair of the 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 holder 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 resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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 10:00am (Brisbane time) on Monday, 26 October 2020 (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 Monday, 26 October 2020.
- (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 web. lumiagm.com/356504699 on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Internet Explorer 11, 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 Annual General Meeting of the Company to be held on Wednesday, 28 October 2020 at 10:00am (Brisbane time) online at web.lumiagm.com/356504699 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 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 Wednesday, 21 October 2020. 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.

RESOLUTION 2: RE-ELECTION OF MR JOHN 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 AGM 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 3 years, whichever is longer.¹
- 13 Accordingly, Mr John Wagner will retire from office under rule 19.3(b) of the Constitution and Listing Rule 14.4 and stands for re-election.
- 14 John 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. John brings over 30 years' experience in the construction materials industry and was the inaugural Chair of both Darling Downs Tourism and Toowoomba and Surat Basin Enterprises boards. John is a member of the Audit and Risk Committee meeting.

Directors' Recommendation

- 15 The Directors (with Mr John Wagner abstaining), unanimously recommend the re-appointment of Mr Wagner to the Board.

RESOLUTION 3: RE-ELECTION OF MR ROSS WALKER

- 16 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 AGM 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 3 years, whichever is longer.²
- 17 Accordingly, Mr Ross Walker will retire from office under rule 19.3(b) of the Constitution and Listing Rule 14.4 and stands for re-election.

1 A director appointed prior to the Company's admission to the official list must not hold office (without re-election) past the third annual general meeting following the entity's admission to the official list or 3 years following the entity's admission to the official list, whichever is longer.

2 A director appointed prior to the Company's admission to the official list must not hold office (without re-election) past the third annual general meeting following the entity's admission to the official list or 3 years following the entity's admission to the official list, whichever is longer.

- 18 Ross is a Chartered Accountant, with more than 30 years' corporate and accounting experience, and a former managing partner of accounting and consulting firm, Pitcher Partners Brisbane. Ross is Chair of the Audit and Risk Committee and a member of the Nomination Committee.

Directors' Recommendation

- 19 The Directors (with Mr Ross Walker abstaining), unanimously recommend the re-appointment of Mr Walker to the Board.

RESOLUTIONS 4, 5 AND 6: APPROVAL OF INCENTIVE PLANS

- 20 A key foundation of the Company's equity incentive program is the Company's incentive plans including:
- (a) the Omnibus Incentive Plan;
 - (b) the Executive STI Plan; and
 - (c) the Broad-Based Employee Share Plan, (together, the **Plans**).
- 21 The Plans are designed to:
- (a) align employee incentives with shareholders' interests;
 - (b) assist employee attraction and retention; and
 - (c) encourage share ownership by employees.
- 22 Each Plan has been adopted since the Company's listing in December 2017.

Listing Rules

- 23 ASX Listing Rule 7.1 allows the Company to issue a maximum of 15% of its capital in any 12 month period without requiring shareholder approval. Pursuant to Listing Rule 7.2, Exception 13, an issue under an employee incentive plan will not count toward a company's 15% limit provided the plan was approved by shareholders within three years before the date of the securities being issued. Each Plan has not been renewed since it was adopted on the Company's listing in December 2017. Approval is therefore sought in respect of each Plan under that rule.

Corporations Act

- 24 In respect of resolution 4, Shareholders are also being asked to approve the ability for the Board to be able to exercise certain discretions under the Omnibus Incentive Plan in relation to the treatment of unvested or unexercisable awards that may have been granted under the Omnibus Incentive Plan.

RESOLUTION 4: APPROVAL OF OMNIBUS INCENTIVE PLAN

- 25 Under the Omnibus Incentive Plan, the Company has the flexibility to offer performance rights, options, shares and share appreciation rights.

Listing Rules

- 26 For the purposes of Listing Rule 7.2 exception 13:
- (a) 657,095 securities have been issued under the Omnibus Incentive Plan since it was adopted on the Company's listing in December 2017; and
 - (b) the maximum number of securities proposed to be issued under the Omnibus Incentive Plan within the three year period from the date of the passing of this resolution is 5,615,906 (which currently represents 3% of the Company's Share capital). This number is not intended to be a prediction of the actual number of securities to be issued by the Company, simply a ceiling for the purposes of Listing Rule 7.2 (Exception 13(b)).
- 27 A summary of the key terms of the Omnibus Incentive Plan is set out in Annexure A to this Explanatory Memorandum.

Corporations Act

- 28 Shareholders are also being asked to approve the ability for the Board to be able to exercise certain discretions under the Omnibus Incentive Plan in relation to the treatment of unvested or unexercisable awards that may have been granted under the Omnibus Incentive Plan.
- 29 The Corporations Act provides that the Company may only give a person a benefit in connection with their ceasing to hold a managerial or executive office in the Company or its related bodies corporate if it is approved by Shareholders or an exemption applies (for example, where the benefit together with other benefits does not exceed the base salary of the relevant person as set out in section 200F Corporations Act).
- 30 The term 'benefit' has a wide operation and may include (for example) the accelerated vesting of awards issued under the Omnibus Incentive Plan. Under the terms of the Omnibus Incentive Plan, the Board has the discretion to determine that some, or all, of those awards that have not vested or are not otherwise exercisable at the time an eligible participant ceases employment with the Company either vest, become exercisable or otherwise waive restrictions on the awards. If an eligible participant who holds, or has held, a managerial or executive office within the meaning of section 200B ceases employment with the Company, that eligible participant may be entitled to have any awards issued to them vest, or otherwise become exercisable where the awards were not otherwise (at the discretion of the Board). This constitutes a 'benefit' for the purposes of section 200B Corporations Act.
- 31 Advance shareholder approval is therefore being sought, for the purposes of sections 200B and 200E Corporations Act, to provide benefits which may otherwise be prohibited under section 200B Corporations Act. If shareholder approval is obtained, it will give the Board maximum flexibility to deal with the unvested or unexercisable awards under the plan granted to executives or key personnel who cease employment.
- 32 Shareholders are not being asked to approve any increase in the remuneration or benefits payable to relevant personnel, nor any variations to the existing discretions of the Board. Approval is sought in relation to both current and future personnel who hold or have held during the 3 years prior to cessation of employment a managerial or executive office in the Company or a related body corporate.
- 33 The amount and value of the termination benefits for which the Company is seeking approval is the maximum potential benefit that could be provided under the Omnibus Incentive Plan, in order to provide the Board with the discretion to determine the most appropriate termination package for the outgoing executives or key personnel. There is no obligation for the Board to exercise this discretion. Exercise of the discretion will depend on factors such as the participant's performance, contribution and tenure. The amount and value of any consequent termination benefits that may be received as a result of early exercise of the awards upon cessation of employment cannot be ascertained in advance. This is because various matters, events and circumstances will or are likely to affect the calculation of the amount and value, including:
- (a) the circumstances of the participant's cessation of employment (for example, whether cessation of employment arises due to resignation, retirement or redundancy);
 - (b) the terms contained within the invitation to participate (such as the applicable vesting conditions);
 - (c) number of unvested or unexercisable awards held by the relevant eligible participant prior to cessation of employment;

- (d) the market price of the Company's shares on the ASX at the relevant time; and
- (e) any other factors that the Board determines to be relevant when exercising its discretion under the Plan.

34 It can be reasonably anticipated that aspects of the Omnibus Incentive Plan may be amended from time to time in line with market practice and changing governance standards. Where relevant, these changes will be reported in the Company's Remuneration Report. However, it is intended that this approval will remain valid for Board discretions exercised under the Omnibus Incentive Plan, provided that at the time the discretion is exercised the Omnibus Incentive Plan rules contain a discretion for the Board to vest all or a pro rata portion of a participant's unvested awards or to allow them to continue on foot on the terms of the Omnibus Incentive Plan rules.

Directors' recommendation

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

RESOLUTION 5: APPROVAL OF EXECUTIVE STI PLAN

36 Under the Executive STI Plan, an eligible employee's entitlement to receive the annual short term incentive will be subject to achieving targets against key performance indicators agreed with the Board for each year. If these targets are met, any short term incentive earned will be payable by way of the issue of Shares, unless the employee elects to receive a proportion of the short term incentive in cash.

37 For the purposes of Listing Rule 7.2 exception 13:

- (a) no securities have been issued under the Executive STI Plan since it was adopted on the Company's listing in December 2017; and
- (b) the maximum number of securities proposed to be issued under the Executive STI Plan within the three year period from the date of the passing of this resolution is 1,871,967 (which currently represents 1% of the Company's Share capital). This number is not intended to be a prediction of the actual number of securities to be issued by the Company, simply a ceiling for the purposes of Listing Rule 7.2 (Exception 13(b)).

38 A summary of the key terms of the Executive STI Plan is set out in Annexure B to this Explanatory Memorandum.

Directors' recommendation

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

RESOLUTION 6: APPROVAL OF BROAD-BASED EMPLOYEE SHARE PLAN

40 Participation in the Broad-Based Employee Plan provides eligible employees with the right to be issued up to \$1,000 worth of fully paid ordinary shares each year, for no payment.

41 For the purposes of Listing Rule 7.2 exception 13:

- (a) no securities have been issued under the Broad-Based Employee Share Plan since it was adopted on the Company's listing in December 2017; and
- (b) the maximum aggregate securities proposed to be issued under the Plans within the three year period from the date of the passing of this resolution is 5% of the total number of ordinary shares on issue from time to time by the Company. The total aggregate number of securities that could be issued pursuant to the Plans as at the date of this Notice of Meeting is 9,359,844. This number is not intended to be a prediction of the actual number of securities to be issued by the Company, simply a ceiling for the purposes of Listing Rule 7.2 (Exception 13(b)).

42 A summary of the key terms of the Broad-Based Employee Share Plan is set out in Annexure C to this Explanatory Memorandum.

Directors' recommendation

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

RESOLUTION 7: RENEWAL OF PROPORTIONAL TAKEOVER BID PROVISIONS

44 Rule 15 of the Constitution includes proportional takeover approval provisions which enable the Company to refuse to register securities acquired under a proportional takeover bid unless a resolution is passed by shareholders in general meeting approving the offer. Under the Corporations Act, proportional takeover provisions expire after three years from adoption or renewal and may then be renewed.

45 The Company is seeking shareholder approval to renew these provisions under the Corporations Act. The proportional takeover bid provisions are identical to those included in the Company's current Constitution which have not been the subject of a prior renewal. The Corporations Act requires the Company to provide Shareholders with an explanation of the proportional takeover approval provisions as set out below.

What is a proportional takeover bid

46 A proportional takeover bid is a takeover offer sent to Shareholders but only for a specified portion of each shareholder's securities. Accordingly, if a Shareholder accepts in full the offer under a proportional takeover bid, it will dispose of the specified portion of its securities in the Company and retain the balance of the securities.

Effect of renewal

47 If renewed, under existing rule 15 and if a proportional takeover offer is made to Shareholders, the Board is required to convene a meeting of Shareholders to vote on a resolution to approve the proportional takeover. That meeting must be held at least 14 days before the offer under the proportional takeover bid closes.

48 The resolution is taken to have been passed if a majority of securities voted at the meeting, excluding the securities of the bidder and its associates, vote in favour of the resolution. If no resolution is voted on at least 14 days before the close of the offer, the resolution is deemed to have been passed. Where the resolution approving the offer is passed or deemed to have been passed, transfers of securities resulting from accepting the offer are registered provided they otherwise comply with the Corporations Act, the Listing Rules, the ASIC Operating Rules and the Constitution. If the resolution is rejected then, under the Corporations Act, the offer is deemed to be withdrawn.

Reasons for proposing the resolution

49 The Directors consider that Shareholders should have the opportunity to renew rule 15 in the Constitution. Without rule 15 a proportional takeover bid for the Company may enable effective control of the Company to be acquired without Shareholders having the opportunity to dispose of all of their securities to the bidder. Shareholders could be at risk of passing control to the bidder without payment of an adequate control premium for all their securities whilst leaving themselves as part of a minority interest in the Company.

50 Without rule 15, if there was a proportional takeover bid and Shareholders considered that control of the Company was likely to pass, Shareholders would be placed under pressure to accept the offer even if they did not want control of the Company to pass to the bidder. Renewing rule 15 of the Constitution will make this situation less likely by permitting Shareholders to decide whether a proportional takeover bid should be permitted to proceed.

No knowledge of present acquisition proposals

- 51 As at the date of this notice, no Director is aware of a proposal by any person to acquire or increase the extent of a substantial interest in the Company.

Potential advantages and disadvantages

- 52 The renewal of rule 15 will enable the Directors to formally ascertain the views of Shareholders about a proportional takeover bid. Without these provisions, the Directors are dependent upon their perception of the interests and views of Shareholders. Other than this advantage, the Directors consider that renewal of rule 15 has no potential advantages or potential disadvantages for them, as they remain free to make a recommendation on whether a proportional takeover offer should be accepted.
- 53 The Directors consider that renewing rule 15 benefits all Shareholders in that they will have an opportunity to consider a proportional takeover bid and then attend or be represented by proxy at a meeting of Shareholders called specifically to vote on the proposal. Accordingly, Shareholders are able to prevent a proportional takeover bid proceeding if there is sufficient support for the proposition that control of the Company should not be permitted to pass under the proportional takeover bid. Furthermore, knowing the view of Shareholders assists each individual shareholder to assess the likely outcome of the proportional takeover bid and whether to accept or reject that bid.
- 54 As to the possible disadvantages to Shareholders renewing rule 15, it may be argued that the proposal makes a proportional takeover bid more difficult and that proportional takeover bids will therefore be discouraged. This may reduce the opportunities which Shareholders may have to sell all or some of their securities at a premium to persons seeking control of the Company and may reduce any takeover speculation element in the Company's share price. Rule 15 may also be considered an additional restriction on the ability of individual Shareholders to deal freely on their securities.
- 55 The Directors consider that there are no other advantages and disadvantages for Directors and Shareholders which arose during the period during which the proportional takeover approval provisions have been in effect, other than those discussed in this section.
- 56 On balance, the Directors consider that the possible advantages outweigh the possible disadvantages so that the renewal of rule 15 is in the interest of Shareholders.

Directors' recommendation

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

GLOSSARY

Annual General Meeting	means the Company's annual general meeting the subject of this Notice of Meeting.
Annual Report	means the 2020 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.
Broad-Based Employee Share Plan	means the Company's Broad-Based Employee Share Plan that is the subject of approval under resolution 6.
Company or Wagners	means Wagners Holding Company Limited ACN 622 632 848.
Constitution	means the constitution of the Company.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Corporations Regulations	means the <i>Corporations Regulations 2001</i> (Cth).
Directors	means the directors of the Company.
Executive STI Plan	means the Company's Executive STI Plan that is the subject of approval under resolution 5.
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.
Notice of Meeting	means the notice of meeting and includes the Explanatory Memorandum.
Omnibus Incentive Plan	means the Company's Omnibus Incentive Plan that is the subject of approval under resolution 4.
Remuneration Report	means the section of the Directors' report for the 2020 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.
STI	means short term incentive.

ANNEXURE A

Omnibus Incentive Plan – summary of terms

Eligibility	The Board may designate a full-time or permanent part-time employee of one or more companies in the Wagners group, contractor or consultant as an eligible participant for the purposes of the Plan.
Form of equity	<p>Awards of fully paid ordinary shares, options, performance rights and share appreciation rights can be made under the Plan.</p> <p>Shares can be granted to eligible employees under a free grant (receiving an allocation of shares for no consideration) or salary contribution agreement.</p> <p>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.</p> <p>A performance right confers an entitlement to be issued, transferred or allocated one share after the vesting date, subject to any disposal restrictions, the satisfaction of the vesting conditions, and any other requirements contained in the offer.</p> <p>A share appreciation right confers an entitlement to be issued, transferred or allocated the number of shares calculated under the terms of the Plan after the vesting date, subject to any disposal restrictions, the satisfaction of the vesting conditions and any other requirement contained in the offer. The Board may decide, in its absolute discretion to substitute the issue, transfer or allocation of these shares for the payment of a cash amount.</p>
Terms of award	A grant of an award under the Plan is subject to both the rules of the Plan and the terms of the specific offer.
Exercise price	Exercise price is the amount set out in the offer and means the price payable on exercise of an option to acquire the underlying share.
Exercise	<p>Subject to the satisfaction of vesting conditions, a participant may exercise an option at any time in the exercise period by delivering a notice of exercise and paying the exercise price to the Company.</p> <p>A share issued, transferred or allocated on the exercise of any option or under a performance right or share appreciation right after vesting will rank equally with all existing shares of that class from the date of allotment, subject to the terms of the trust deed constituting the trust (if relevant).</p> <p>If the shares are officially quoted by ASX, the Company will apply to ASX for official quotation of any shares issued, transferred or allocated to a participant (unless already quoted).</p>
Change of control	<p>Unexercised Options</p> <p>If a specified change of control trigger event (e.g. a person acquiring voting power in more than 50% of the ordinary shares in the Company, lodgment with ASIC of an order of the court in connection with a scheme of arrangement, the Company disposes of the whole or a substantial part of its assets or undertaking) occurs, the Company may:</p> <ul style="list-style-type: none"> (a) buy-back options held by a participant; (b) arrange for options or other rights to acquire shares or other equity interests in the bidder to be granted to the participants on substantially the same terms as the options, but with any appropriate and reasonable adjustments decided by the Board to ensure the participants are not materially financially disadvantaged; (c) allow the options to continue in accordance with their terms; (d) allow the options to vest immediately and be exercised by a participant (irrespective of the whether any vesting conditions are satisfied); or (e) proceed with a combination of any of the above. <p>Performance rights and share appreciation rights</p> <p>Unless the Board decides otherwise, if a change of control trigger event occurs, the vesting date of all performance rights and share appreciation rights is the date on which the change of control trigger event occurs or another date decided by the Board.</p> <p>After the occurrence of a change of control trigger event, the Board must decide whether the performance rights and share appreciation rights (or a pro rata proportion of performance rights and share appreciation rights) vest on the changed vesting date.</p> <p>If the Board decides that performance rights and share appreciation rights do vest, the Company must either:</p> <ul style="list-style-type: none"> (a) issue, transfer or allocate Shares to Participants as soon as reasonably practicable; (b) pay to the Participant a cash payment for the Performance Rights and Share Appreciation Rights;

Change of control (continued)	<p>(c) arrange for shares or other equity interests to be issued in the Bidder in lieu of Shares on the terms decided by the Board as soon as reasonably practicable; or</p> <p>(d) proceed with a combination of these alternatives.</p> <p>If the Board decides that performance rights and share appreciation rights do not vest:</p> <p>(a) the Board may arrange for rights in the bidder to be granted to the participant on terms decided by the Board and the performance rights and share appreciation rights will immediately lapse; or</p> <p>(b) those performance rights and share appreciation rights immediately lapse, unless the Board decides otherwise.</p> <p>Shares</p> <p>The Board may specify in the offer a particular treatment applicable to shares upon the occurrence of a change of control trigger event.</p> <p>The Company and the participant agree that a participant may be provided with shares in the bidder in substitution for the shares, on substantially the same terms as the shares, but with appropriate adjustments as to the number and type of shares.</p>
Lapse	<p>If one of the following events occurs:</p> <p>(a) the eligible participant is lawfully terminated from employment with the group or consultancy arrangement with the group;</p> <p>(b) the eligible participant resigns or vacates from the Board, employment or consultancy with the group; or</p> <p>(c) the eligible participant is made redundant,</p> <p>then,</p> <p>subject to the Board deciding otherwise, the eligible participant's options, performance rights and share appreciation rights will lapse in the following manner:</p> <p>(a) if the event occurs between the grant date and vesting, performance rights and share appreciation rights lapse immediately;</p> <p>(b) if the event occurs on or before the vesting date, the options lapse immediately; and</p> <p>(c) if the event occurs during the exercise period, the expiry date is adjusted to the date set out in the offer or a later date decided by the Board.</p> <p>In the event of death or disability (inability to perform normal duties) of the eligible participant, subject to the Board deciding otherwise:</p> <p>(a) if the event occurs between the grant date and vesting, performance rights and share appreciation rights do not lapse;</p> <p>(b) if the event occurs on or before the vesting date, options lapse 90 days after the death or disability; and</p> <p>(c) if the event occurs during the exercise period, there is no adjustment and the representative of the eligible participant's estate may exercise the options before the expiry date.</p> <p>In the event that the eligible participant loses control of their permitted nominee and the awards are not transferred to the eligible participant in accordance with the terms of the Plan, subject to the Board deciding otherwise:</p> <p>(a) the performance rights lapse immediately if the event occurs between grant date and vesting;</p> <p>(b) the share appreciation rights lapse immediately (unless they are transferred to the eligible participant) if the event occurs between grant date and vesting, or</p> <p>(c) options lapse immediately if the event occurs on or before the vesting date or during the exercise period.</p> <p>Unless the Board decides otherwise or as otherwise specified in an offer, an option that has not been exercised on or before the expiry date lapses at 5.00pm AEST on the day after the expiry date.</p>
Share issues	<p>Participation in further issues</p> <p>A participant (other than a participant that has been issued, transferred or allocated shares in accordance with an award) can only participate in a new issue of shares if:</p> <p>(a) the option has been exercised; or</p> <p>(b) shares have been issued, transferred or allocated for their performance rights or share appreciation rights.</p> <p>If a pro rata or cash issue of securities is awarded by the Company, the number of shares:</p> <p>(a) to be issued on exercise of an option and the Exercise Price; or</p> <p>(b) over which a Performance Right or Share appreciation right exists,</p> <p>will be adjusted as specified in the Listing Rules and written notice will be given to the participant.</p> <p>Reconstructions</p> <p>If there is any reconstruction of the issued share capital of the Company (including consolidation, sub-division, reduction or return), the number of Shares:</p> <p>(a) issued to a participant under the Plan;</p> <p>(b) to be issued on exercise of an option; or</p> <p>(c) over which a performance right or share appreciation right exists,</p> <p>will be adjusted to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital.</p>

Transfer of awards	<p>Participants may only:</p> <ul style="list-style-type: none"> (a) create a Security Interest in; or (b) transfer, assign, dispose or otherwise deal with, <p>awards, or any interest in awards, with the prior written consent of the Board.</p> <p>The transmission of awards to a legal representative of an eligible participant following their death may be made without prior written consent of the Board.</p> <p>The offer may contain a disposal restriction which could restrict the creation of a security interest in, or the transfer, assignment disposal or otherwise dealing with, a share issued, transferred or allocated to the participant on acceptance, exercise or vesting of an award.</p>
Dividends	<p>A participant does not have the right to participate in dividends on shares until the shares are issued, transferred or allocated, including:</p> <ul style="list-style-type: none"> (a) on the exercise of an option; or (b) after vesting of the performance rights or share appreciation rights.
Voting rights	<p>A participant does not have the right to vote in respect of an option, a performance right or a share appreciation right.</p>
Administration of the Plan	<p>The decision of the Board as to the interpretation, effect or application of the Plan is final. In exercising a power or discretion conferred on it by the Plan, the Board is not under a fiduciary or other obligation to any other person.</p> <p>Where the Board, the Company, or their delegates may exercise any right or discretion to make a decision, it may do so in its absolute discretion, conditionally or unconditionally, and without being required to give reasons or act reasonably.</p> <p>The Board may delegate any of its functions and powers conferred on it by the Plan to a committee made up of a person or persons capable of performing those functions and exercising those powers. The Board may make policy and regulations for the operation of the Plan and may delegate functions to an appropriate service provider or employee capable of performing those functions and implementing those policies.</p> <p>The Board or committee may take and rely upon independent professional or expert advice on the exercise of their powers or discretions.</p>
Amendment	<p>The Board must not make any amendment to the Plan which would have the effect of materially adversely affecting or prejudicing the rights of any Participant holding awards at that time. This does not apply to amendments:</p> <ul style="list-style-type: none"> (a) which comply with the Constitution, Corporations Act, Listing Rules or any other law affecting the maintenance or operation of the Plan; (b) which correct a manifest error; or (c) which address potential adverse tax implications affecting the Plan arising from changes to laws relating to taxation or the interpretation of laws relating to taxation. <p>Subject to this restriction, the Board may amend the Plan in any manner it decides.</p>
Termination	<p>The Plan may be terminated or suspended at any time by the Board and that termination or suspension will not have any effect on or prejudice the rights of any Participant holding awards at that time.</p>
Trust	<p>The Company may create a trust for the purpose of holding, transferring or allocating awards (or shares on exercise or vesting of an award) in connection with the Plan and any other employee incentive plan operated by the Company or its subsidiaries from time to time.</p> <p>The Board may determine and conclude such arrangements with a trustee of any trust, and enforce or prosecute any rights and obligations under such agreements, without reference or recourse to the participants under the Plan. Subject to the terms of the trust deed and without limiting the Company's rights in this regard, the Company may, pursuant to and in accordance with any such agreements:</p> <ul style="list-style-type: none"> (a) provide funds to the trustee in order to allow the trustee to subscribe for and/or acquire shares to be held on behalf of participants under the Plan; (b) pay the trustee for services provided in connection with the Plan and the trust; (c) remove the trustee and appoint a new trustee (and make any necessary arrangements or provisions for the transfer of a participant's shares held by the trustee to a new trustee); and (d) otherwise exercise any rights, responsibilities or powers afforded to it under its trust deed.

ANNEXURE B

Executive STI Plan – summary of terms

Eligibility	The Board may designate any employee of, or contractor to, the Wagners group, including Directors (other than non-executive Directors) and members of senior management as an eligible participant for the purposes of the plan.
Form of equity	A participant will receive their STI amount in the percentages of a cash payment or share issue, as specified in the offer.
Terms of award	Offers may be made by the Board on a differential basis to eligible employees, different classes of eligible employees or to eligible employees within the same class, as the case may be.
Offer	<p>The Company may offer a STI to an eligible employee by providing the eligible employee with an offer which must contain, among other matters:</p> <ul style="list-style-type: none"> (a) the relevant performance year to which the offer relates; (b) the percentage of the eligible employee's gross salary to be used in the determination of the eligible employee's STI amount; (c) the percentage of the eligible employee's gross salary which is capable of being received as a cash payment if the performance hurdles are met; (d) the percentage of the eligible employee's gross salary which is capable of being received as a Share issue if the performance hurdles are met; (e) any financial performance hurdle for the Company for the performance year; (f) any non-financial performance hurdle for the Company for the performance year; and (g) the date of calculation of the STI amount.
Confirmation	<p>Following the completion of the audited annual accounts for a performance year, a confirmation will be issued to each participant. The confirmation will be in a form the Board determines and will include:</p> <ul style="list-style-type: none"> (a) the participant's STI amount for the performance year calculated in accordance with the performance hurdles (as applicable in the offer); and (b) the date on which the STI amount will be paid.
Share issuance	<p>A participant's share issue will be:</p> <ul style="list-style-type: none"> (a) made to a participant as soon as reasonably practicable following the confirmation for the performance year; and (b) an issue of Shares that will rank equally with, and have the same rights as, all existing Shares of that class from the date of issue. <p>The Company will apply to ASX for official quotation of any Shares issued to a participant, within the time prescribed by the Listing Rules but, in any event, within 10 business days of the issue of those Shares.</p>
Cash payment	<p>A participant's cash payment will be paid by the Company:</p> <ul style="list-style-type: none"> (a) (less any tax, social security contributions or other levies) to a participant as soon as reasonably practicable following the confirmation for the performance year; and (b) to the participant, or as directed by the participant.
No interest in shares	An eligible employee shall have no interest in Shares the subject of a STI unless and until a Share issue is made to that eligible employee.
Change of control	If a change of control occurs (e.g. a change in the composition of the board, a change in control of more than half the voting rights attaching to shares of the company or a change of control of more than half the issued shares of the Company), the Board must determine, in its discretion, whether the pro-rata performance of the Company from the beginning of the performance year until the change of control warrants the making of a pro-rata STI payment to the participant.
Amendment	<p>Subject to the Listing Rules, the plan may be amended:</p> <ul style="list-style-type: none"> (a) by an ordinary resolution of the members of the Company in general meeting; or (b) to comply with the Corporations Act or Listing Rules or to effect technical or non-substantive amendments, a resolution of the Board. <p>Any amendment must not adversely affect or prejudice any category of benefit that may be granted under the plan to any one participant.</p>
Termination	The plan may be terminated or suspended at any time by the Board without prejudice to the rights of any participant entitled to a STI at that time.

ANNEXURE C

Broad-Based Employee Share Plan – summary of terms

Eligibility	<p>The Board may designate a full-time or permanent part-time Australian or New Zealand resident employee with one or more companies in the Wagners group, with a period of service as determined by the Board as at the date offers are made under the plan, other than:</p> <ul style="list-style-type: none"> (a) a person who, immediately after the acquisition of Shares under the plan, would hold a legal or beneficial interest in more than 5% of the Shares on issue or would be in a position to cast, or control the casting of, more than 5% of the maximum number of votes that might be cast at a general meeting of the Company; or (b) a non executive director, <p>as an eligible participant for the purposes of the plan.</p>
Participation in plan	<p>After determining the eligible employees entitled to participate in the plan, the Board may make an offer to each of them.</p> <p>As soon as practicable after an acceptance of the offer by the participant, the Company will issue, transfer or allocate in the trust the number of Shares applied for by the participant.</p> <p>Shares acquired under the plan carry all of the same rights and obligations of other Shares, except for any rights attaching to Shares by reference to a record date before the date of issue or transfer.</p> <p>The Company will apply to ASX for official quotation of any Shares issued, transferred or allocated in the trust (unless already quoted) to a participant within the time prescribed by the Listing Rules but, in any event, within ten business days of the issue of those Shares.</p>
Disposal	<p>A participant may not dispose of any interest in a Share issued or transferred to it under the plan until the earlier of the:</p> <ul style="list-style-type: none"> (a) end of the period of three years (or any longer period specified in an offer) commencing on the date of issue or transfer of the Share; (b) date on which the participant is no longer employed by a Wagners group member; and (c) end of any other period determined by the Board in accordance with relevant law.
Change of control	<p>Unless the Board decides otherwise, the restriction on disposal ceases to apply immediately upon the occurrence of a change of control trigger event (e.g. a person acquiring voting power in more than 50% of the ordinary shares in the Company, lodgment with ASIC of an order of the court in connection with a scheme of arrangement, the Company disposes of the whole or a substantial part of its assets or undertaking).</p>
Trust	<p>The Board may determine and conclude such arrangements with the trustee of the trust (being a trust created for the purpose of holding or acquiring Shares in connection with the plan and any other employee incentive plan operated by the Company or its subsidiaries), and enforce or prosecute any rights and obligations under such agreements, without reference or recourse to the participants under this plan.</p> <p>Each participant will be advised of the number of Shares that have been allocated to him or her in the trust as soon as reasonably practicable following the date of allocation of the Shares.</p> <p>All Shares allocated in the trust to participants under the plan will rank equally in all respects with other Shares for the time being on issue by the Company subject to the terms of the trust (except as regards to rights attaching to such other Shares by reference to a record date prior to the date of their allocation or transfer).</p>
Amendment	<p>The Board may amend the plan in any manner it decides other than an amendment which would have the effect of materially adversely affecting or prejudicing the rights of any participant holding Shares at that time, except for amendments:</p> <ul style="list-style-type: none"> (a) to comply with the Constitution, Corporations Act, Listing Rules or any other law affecting the maintenance or operation of the plan; (b) to correct a manifest error; or (c) to address potential adverse tax implications affecting the plan arising from changes to laws relating to taxation, the interpretation of laws relating to taxation by the relevant governmental authorities (including the release of any ruling), courts or tribunals.
Termination	<p>The plan may be terminated or suspended at any time by the Board and that termination or suspension will not have any effect on or prejudice the rights of any participant under the plan at that time.</p>

Online Meeting Guide

Getting Started

If you choose to participate online you will be able to view a live webcast of the meeting, ask the Directors questions online and submit your votes in real time and you will need to either:

- a) Visit <https://web.lumiagm.com> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge and Firefox. Please ensure your browser is compatible; or
- b) Download the Lumi AGM app from the Apple App or Google Play Stores by searching for Lumi AGM.

Meeting ID:

To log in, you must have the following information:

Australian Residents

Username (SRN or HIN) and Password (postcode of your registered address)

Overseas Residents

Username (SRN or HIN) and Password (three-character country code) e.g. New Zealand - NZL; United Kingdom - GBR; United States of America - USA; Canada - CAN. A full list is provided at the end of this guide.

Appointed Proxy

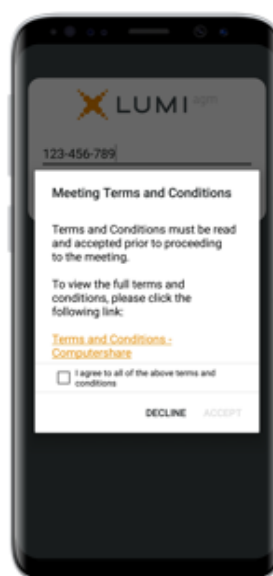
To receive your username and password, please contact Computershare Investor Services on +61 3 9415 4024 during the online registration period which will open 1 hour before the start of the meeting.

Online registration will open 1 hour before the start of the meeting

1 To participate in the meeting, you will be required to enter the unique 9 digit Meeting ID provided above.



2 To proceed into the meeting, you will need to read and accept the Terms and Conditions.



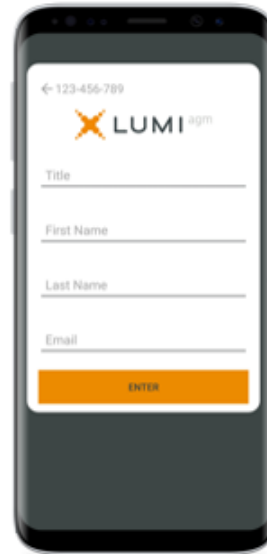
OR



3 To register as a securityholder, select 'I have a login' and enter your username (SRN or HIN) and password (postcode or country code).





3a If you are a visitor, select 'I am a guest' and enter your name and email details. Please note, visitors will not be able to ask questions or vote at the meeting.



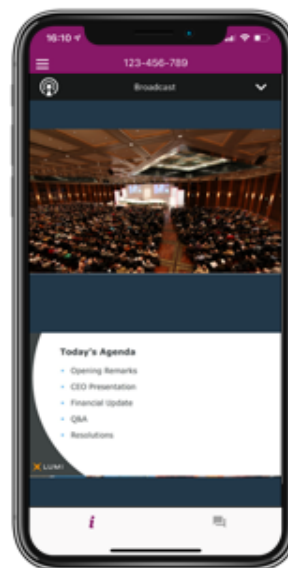
4 Once logged in, you will see the home page, which displays the meeting documents and information on the meeting. Icons will be displayed in different areas, depending on the device you are using.



5 View the webcast

To view proceedings you must tap the broadcast arrow  on your screen. Video and/or slides of the meeting will appear after approx. 30 seconds*. Toggle between the up or down arrow  to view another screen.

(*Dependant on the speed of your internet)



The broadcast bar allows you to view and listen to the proceedings



Home page icon, displays meeting information




Questions icon, used to ask questions



Voting icon, used to vote. Only visible when the chairman opens poll

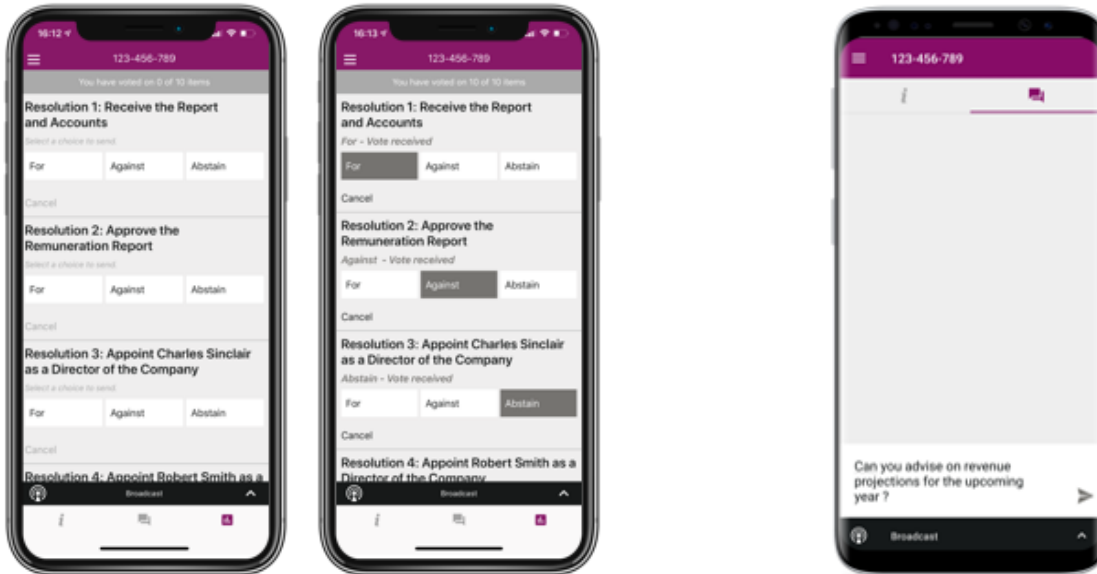
6 To Vote

When the Chairman declares the poll open:

- A voting icon  will appear on your device and the Meeting Resolutions will be displayed.
- To vote tap one of the voting options. Your response will be highlighted.
- To change your vote, simply press a different option to override.



The number of items you have voted or yet to vote on, is displayed at the top of the screen.

Votes may be changed up to the time the chairman closes the poll.



On some devices, to vote, you may need to minimise the webcast by selecting the arrow in the broadcast bar, audio will still be available. To return to the webcast after voting, select the arrow again.

7 To Ask Questions

Tap on the Questions icon  to submit a question, type your question in the chat box at the bottom of the screen and then select the send icon .

Confirmation that your message has been received will appear.

For Assistance

If you require assistance prior to or during the Meeting, please call +61 3 9415 4024



COUNTRY CODES

Select your country code from the list below and enter it into the **password** field.

ABW ARUBA	CPV CAPE VERDE	ISM BRITISH ISLES	NPL NEPAL	TKM TURKMENISTAN
AFG AFGHANISTAN	CRI COSTA RICA	ISR ISRAEL	NRU NAURU	TLS EAST TIMOR
AGO ANGOLA	CUB CUBA	ITA ITALY	NZL NEW ZEALAND	DEMOCRATIC REP OF
AIA ANGUILLA	CXR CHRISTMAS ISLAND	JAM JAMAICA	OMN OMAN	TMP EAST TIMOR
ALA ALAND ISLANDS	CYM CAYMAN ISLANDS	JEY JERSEY	PAK PAKISTAN	TON TONGA
ALB ALBANIA	CYP CYPRUS	JOR JORDAN	PAN PANAMA	TTO TRINIDAD & TOBAGO
AND ANDORRA	CZE CZECH REPUBLIC	JPN JAPAN	PCN PITCAIRN ISLANDS	TUN TUNISIA
ANT NETHERLANDS ANTILLES	DEU GERMANY	KAZ KAZAKHSTAN	PER PERU	TUR TURKEY
ARE UNITED ARAB EMIRATES	DJI DJIBOUTI	KEN KENYA	PHL PHILIPPINES	TUV TUVALU
ARG ARGENTINA	DMA DOMINICA	KGZ KYRGYZSTAN	PLW PALAU	TWN TAIWAN
ARM ARMENIA	DNK DENMARK	KHM CAMBODIA	PNG PAPUA NEW GUINEA	TZA TANZANIA UNITED REPUBLIC OF
ASM AMERICAN SAMOA	DOM DOMINICAN REPUBLIC	KIR KIRIBATI	POL POLAND	UGA UGANDA
ATA ANTARCTICA	DZA ALGERIA	KNA ST KITTS AND NEVIS	PRI PUERTO RICO	UKR UKRAINE
ATF FRENCH SOUTHERN TERRITORIES	ECU ECUADOR	KOR KOREA REPUBLIC OF	PRK KOREA DEM PEOPLES REPUBLIC OF	UMI UNITED STATES MINOR OUTLYING
ATG ANTIGUA AND BARBUDA	EGY EGYPT	KWT KUWAIT	PRT PORTUGAL	URY URUGUAY
AUS AUSTRALIA	ERI ERITREA	LAO LAO PDR	PRY PARAGUAY	USA UNITED STATES OF AMERICA
AUT AUSTRIA	ESH WESTERN SAHARA	LBN LEBANON	PSE PALESTINIAN TERRITORY OCCUPIED	UZB UZBEKISTAN
AZE AZERBAIJAN	ESP SPAIN	LBR LIBERIA	PYF FRENCH POLYNESIA	VAT HOLY SEE (VATICAN CITY STATE)
BDI BURUNDI	EST ESTONIA	LBY LIBYAN ARAB JAMAHIRIYA	QAT QATAR	VCT ST VINCENT & THE GRENADINES
BEL BELGIUM	ETH ETHIOPIA	LCA ST LUCIA	REU REUNION	VEN VENEZUELA
BEN BENIN	FIN FINLAND	LIE LIECHTENSTEIN	ROU ROMANIA	VGB BRITISH VIRGIN ISLANDS
BFA BURKINA FASO	FJI FIJI	LKA SRI LANKA	RUS RUSSIAN FEDERATION	VIR US VIRGIN ISLANDS
BGD BANGLADESH	FLK FALKLAND ISLANDS (MALVINAS)	LSO LESOTHO	RWA RWANDA	VNM VIETNAM
BGR BULGARIA	FRA FRANCE	LTU LITHUANIA	SAU SAUDI ARABIA KINGDOM OF	VUT VANUATU
BHR BAHRAIN	FRO FAROE ISLANDS	LUX LUXEMBOURG	SCG SERBIA AND MONTENEGRO	WLF WALLIS AND FUTUNA
BHS BAHAMAS	FSM MICRONESIA	LVA LATVIA	SDN SUDAN	WSM SAMOA
BIH BOSNIA & HERZEGOVINA	GAB GABON	MAC MACAO	SEN SENEGAL	YEM YEMEN
BLM ST BARTHELEMY	GBR UNITED KINGDOM	MAF ST MARTIN	SGP SINGAPORE	YMD YEMEN DEMOCRATIC
BLR BELARUS	GEO GEORGIA	MAR MOROCCO	SGS STH GEORGIA & STH SANDWICH ISL	YUG YUGOSLAVIA SOCIALIST FED REP
BLZ BELIZE	GGY GUERNSEY	MCO MONACO	SHN ST HELENA	ZAF SOUTH AFRICA
BMU BERMUDA	GHA GHANA	MDA MOLDOVA REPUBLIC OF	SJM SVALBARD & JAN MAYEN	ZAR ZAIRE
BOL BOLIVIA	GIB GIBRALTAR	MDG MADAGASCAR	SLB SOLOMON ISLANDS	ZMB ZAMBIA
BRA BRAZIL	GIN GUINEA	MDV MALDIVES	SLE SIERRA LEONE	ZWE ZIMBABWE
BRB BARBADOS	GLP GUADELOUPE	MEX MEXICO	SLV EL SALVADOR	
BRN BRUNEI DARUSSALAM	GMB GAMBIA	MHL MARSHALL ISLANDS	SMR SAN MARINO	
BTN BHUTAN	GNB GUINEA-BISSAU	MKD MACEDONIA FORMER YUGOSLAV REP	SOM SOMALIA	
BUR BURMA	GNQ EQUATORIAL GUINEA	MLI MALI	SPM ST PIERRE AND MIQUELON	
BVT BOUVET ISLAND	GRC GREECE	MLT MALTA	SRB SERBIA	
BWA BOTSWANA	GRD GRENADA	MMR MYANMAR	STP SAO TOME AND PRINCIPE	
BLR BELARUS	GRL GREENLAND	MNE MONTENEGRO	SUR SURINAME	
CAF CENTRAL AFRICAN REPUBLIC	GTM GUATEMALA	MNG MONGOLIA	SVK SLOVAKIA	
CAN CANADA	GUF FRENCH GUIANA	MNP NORTHERN MARIANA ISLANDS	SVN SLOVENIA	
CCK COCOS (KEELING) ISLANDS	GUM GUAM	MOZ MOZAMBIQUE	SWE SWEDEN	
CHE SWITZERLAND	GUY GUYANA	MRT MAURITANIA	SWZ SWAZILAND	
CHL CHILE	HKG HONG KONG	MSR MONTSERRAT	SYC SEYCHELLES	
CHN CHINA	HMD HEARD AND MCDONALD ISLANDS	MTQ MARTINIQUE	SYR SYRIAN ARAB REPUBLIC	
CIV COTE D'IVOIRE	HND HONDURAS	MUS MAURITIUS	TCA TURKS AND CAICOS ISLANDS	
CMR CAMEROON	HRV CROATIA	MWI MALAWI	TCD CHAD	
COD CONGO DEMOCRATIC REPUBLIC OF	HTI HAITI	MYS MALAYSIA	TGO TOGO	
COG CONGO PEOPLES REPUBLIC OF	HUN HUNGARY	MYT MAYOTTE	THA THAILAND	
COK COOK ISLANDS	IDN INDONESIA	NAM NAMIBIA	TJK TAJIKISTAN	
COL COLOMBIA	IMN ISLE OF MAN	NCL NEW CALEDONIA	TKL TOKELAU	
COM COMOROS	IND INDIA	NER NIGER		
	IOT BRITISH INDIAN OCEAN TERRITORY	NFK NORFOLK ISLAND		
	IRL IRELAND	NGA NIGERIA		
	IRN IRAN ISLAMIC REPUBLIC OF	NIC NICARAGUA		
	IRQ IRAQ	NIU NIUE		
	ISL ICELAND	NLD NETHERLANDS		
		NOR NORWAY		



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) Monday 26 October 2020**.

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.

ATTENDING THE MEETING

If you are attending in person, please bring this form with you to assist registration.

Corporate Representative

If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "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", 25 Annand Street, Toowoomba on Wednesday, 28 October 2020 at 10:00am (Brisbane time) or online via web.lumiagm.com/356504699 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 Items 1, 4, 5 & 6 (except where I/we have indicated a different voting intention in step 2) even though Items 1, 4, 5 & 6 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 Items 1, 4, 5 & 6 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
1 Directors' remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr John Wagner	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Mr Ross Walker	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of Omnibus Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval of Executive STI Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval of Broad-Based Employee Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Renewal of proportional takeover approval provisions	<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 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

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

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

2 6 5 8 8 2 A



Computershare

