



ASX Announcement (ASX: PWH)

25 September 2023

PWR 2023 Notice of Annual General Meeting

The 2023 Annual General Meeting (AGM) for PWR Holdings Limited will be held on Friday, 27 October 2023 at 1:00 pm (Brisbane time) at PWR's Ormeau manufacturing facility at 103 Lahrs Road, Ormeau, 4208.

Please refer to the attached Letter from the Chairman and Notice of Annual General Meeting for information on how to vote, ask questions and book in a factory tour at our Ormeau manufacturing facility.

This announcement has been authorised by the Company Secretary.

For further information contact:

Lisa Dalton
Company Secretary
m: 0438 175 905
e: lisad@pwr.com.au

Martin Mclver
Chief Financial Officer
m: 0417 628 956
e: martin.mclver@pwr.com.au



Dear Shareholder

PWR Holdings Limited | 2023 Annual General Meeting

It is my pleasure to invite you to PWR's 2023 Annual General Meeting (AGM) to be held at 1:00 pm (Brisbane time) on Friday, 27th October 2023 at PWR's Ormeau manufacturing facility at 103 Lahrs Road, Ormeau, Queensland, 4208.

We are proud to show off our manufacturing facility at Ormeau and plans for the day are:

Time (AEST)	Activity	Important Information
10.00 am to 12.45 pm	Arrival and Registration	Please see the attached information about where to park. You will need to walk approximately 500 metres to the AGM venue. Please call Rebecca on +61 7 5547 1621 or Maddie on +61 7 5547 1600 if you require special parking arrangements.
10:00 am to 11.00 am	Tours of PWR's manufacturing facility at Ormeau (groups of 10)	Tours take around 45 minutes to an hour. Pre-registration for tours is essential. Please register here: https://www.pwr.com.au/pwh-annual-general-meeting-2023-registration/
12 noon to 1pm	BBQ Lunch	If you have special dietary requirements, please call Rebecca on +61 7 5547 1621 or Maddie on +61 7 5547 1600.
1:00 pm	Annual General Meeting	Please refer to the Notice of Meeting, Explanatory Notes and enclosed Proxy Form attached to this letter.

At the AGM, PWR's Managing Director Kees Weel and I will comment on PWR's performance for the financial year ended 30 June 2023. Full details are in the 2022-23 Annual Report which is available on PWR's website here <https://www.pwr.com.au/investors/reports/>.

A key purpose of the AGM is to allow you to vote on matters important to you as a shareholder. This year we will be seeking your voting contribution to the following resolutions, as further detailed in the enclosed notice of meeting:

- o Remuneration Report (advisory only)
- o Election of Kym Osley as a director
- o Election of Amanda Holt as a director
- o Approval for Kees Weel, Managing Director, to participate in the Performance Rights Plan

Instructions on how to lodge your vote or appoint a proxy to vote on your behalf if you are unable to attend, are included in the Notice of Meeting and in the enclosed shareholder voting form.

If you have any questions you would like addressed at the AGM you may submit specific questions, by 20th October 2023, to the Board or the Auditor. You can send your questions to us by:

Emailing our Company Secretary, Lisa Dalton at lisad@pwr.com.au	Posting it to 103 Lahrs Road, Ormeau, Queensland, 4208
Via the PWR Website here: https://www.pwr.com.au/investors/investor-enquiries/	Lodging Via Investor Vote: www.investorvote.com.au

We intend webcasting the AGM for those that cannot attend, however voting for the AGM will have to be undertaken per the instructions on the attached notice. There will be no ability to vote while watching the webcast. You can access the webcast through this link: <https://ccmediaframe.com/?id=1NVg9jFr>

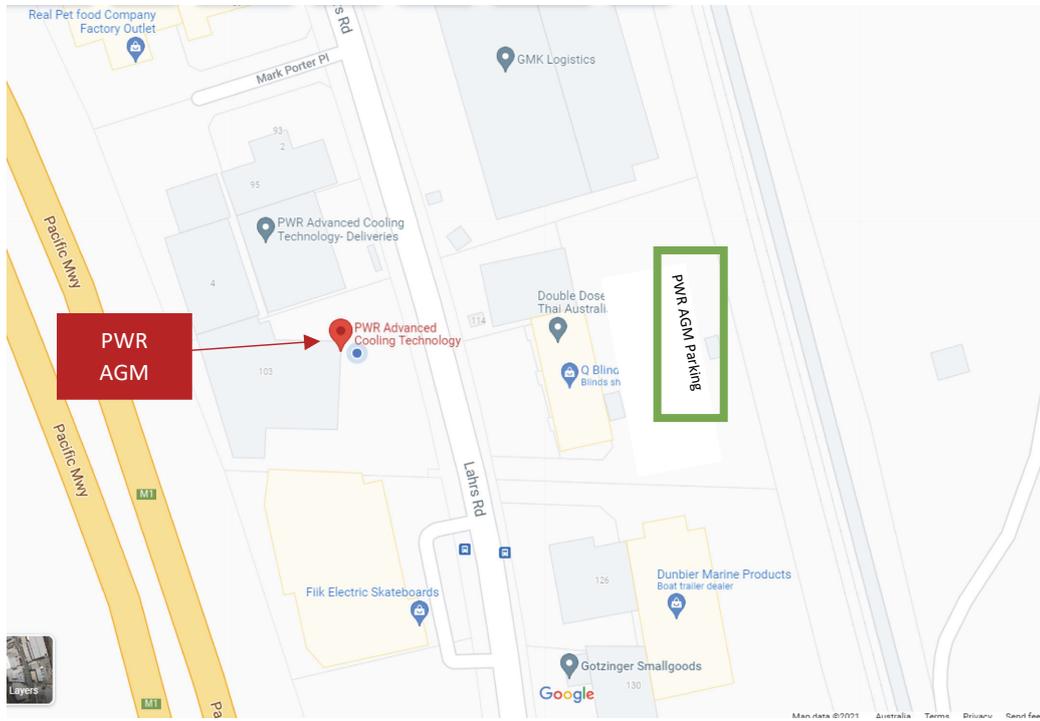
The directors and management team look forward to welcoming you to this year's AGM.

Yours sincerely



Teresa Handicott
Chairman

PWR Carparking for AGM, drive down Lahrs Road, up street next to Gotzingers and park behind building.



"ENGINEERING THE UNFAIR ADVANTAGE"

Laser Mark Logo

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Notice of 2023

Annual General Meeting and
Explanatory Notes



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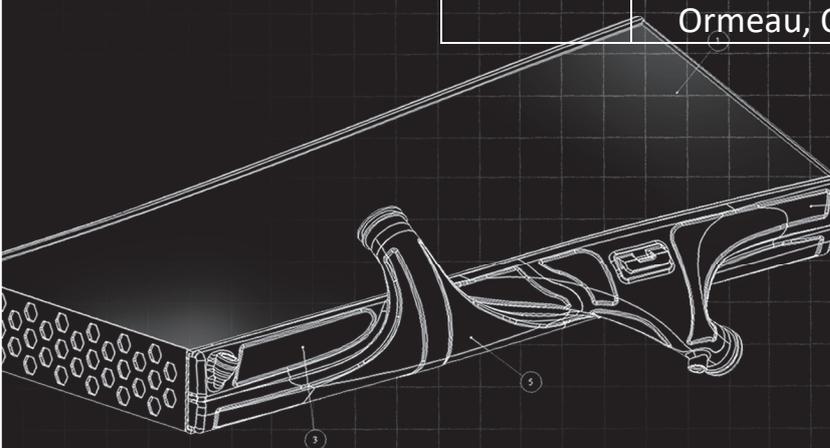
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The Annual General Meeting (AGM) of PWR Holdings Limited
ACN 105 326 850 (the Company) will be held at:

6x R4

4x R5

TIME	1:00 pm (Brisbane Time)
DATE	Friday, 27 th October 2023
WHERE	PWR Holdings Limited 103 Lahrs Road Ormeau, Queensland, 4208



What if you can't make the meeting?

What if I can't make the meeting?	If you are unable to attend the meeting, we encourage you to complete and return the enclosed PROXY FORM by no later than 1:00 pm (Brisbane Time) on Wednesday, 25th October 2023 .
How do I complete a PROXY FORM?	Information to assist Shareholders to complete the Proxy Form and details of where to send the completed Proxy Form can be found on page 4 of the Notice under the heading "Appointment of Proxies" .
How do I find information on the items of business for the Meeting?	The accompanying Explanatory Notes, which start on page 6 , provide information about the items of business, voting, a summary of important information and a Glossary and form part of this Notice and should be read in conjunction with it.
Directors' Recommendation	The Directors recommend that Shareholders read the Notice of Meeting and the Explanatory Notes in full before making any decision in relation to the Resolutions.

Overview of PWR's Annual General Meeting and Factory Tours

Time (AEST)	Activity	Important Information
10.00 am to 12.45 pm	Arrival and Registration	Please see the Chairman's letter which contains information about where to park. You will need to walk approximately 500 metres to the AGM venue. Please call Rebecca on +61 7 5547 1621 or Maddie on +61 7 5547 1600 if you require special parking arrangements.
10.00 to 11.00 am	Tours of PWR's manufacturing facility at Ormeau (groups of 10)	Pre-registration for factory tours (which take between 45 minutes and an hour) is essential. You can register here: https://www.pwr.com.au/pwh-annual-general-meeting-2023-registration/
12 noon to 1pm	BBQ Lunch	If you have special dietary requirements, please call Rebecca on +61 7 5547 1621 or Maddie on +61 7 5547 1600.
1:00 pm	Annual General Meeting 1. Chairman's Address 2. Managing Director's Address 3. Questions about the Company 4. Formal Business <ul style="list-style-type: none"> • Consideration of Financial and Other Reports including questions to the Auditor • Resolution 1 Remuneration Report • Resolution 2 Election of Kym Osley as a Director • Resolution 3 Election of Amanda Holt as a Director • Resolution 4 Approval for Managing Director, Kees Weel, to participate in Long Term Incentive Plan 5. Last Questions 6. General Business	Please refer to the Notice of Meeting, Explanatory Notes and enclosed Proxy Form.

ORDINARY BUSINESS

FINANCIAL AND OTHER REPORTS

To receive and consider the Company's 2023 Annual Report comprising the Financial Report, Directors' Report and Auditor's Report for the Company and its controlled entities for the financial year ended 30 June 2023.

NOTE: THERE IS NO REQUIREMENT FOR SHAREHOLDERS TO APPROVE THESE REPORTS

RESOLUTION 1 REMUNERATION REPORT

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That the Remuneration Report for the year ended 30 June 2023 be adopted."

NOTE

This resolution is advisory only and does not bind the Directors or the Company.

VOTING EXCLUSION

The Company will disregard any votes cast on Resolution 1 by any member of the Key Management Personnel whose remuneration details are included in the Remuneration Report or any Closely Related Party of such a member.

IN ADDITION, PLEASE REFER TO THE 'IMPORTANT INFORMATION ON APPOINTING A PROXY' FOR RESOLUTIONS 1 AND 4 IF YOU ARE APPOINTING A PROXY FOR THIS ITEM

RESOLUTION 2 ELECTION OF KYM OSLEY AS A DIRECTOR

To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

"That Kym Osley, having been appointed by the Board to fill a casual vacancy, and being eligible, be elected as a Director of the Company".

A SUMMARY OF KYM OSLEY'S BACKGROUND AND EXPERIENCE IS SET OUT IN THE EXPLANATORY NOTES ON PAGE 6

RESOLUTION 3 ELECTION OF AMANDA HOLT AS A DIRECTOR

To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

"That Amanda Holt, having been appointed by the Board to fill a casual vacancy, and being eligible, be elected as a Director of the Company".

A SUMMARY OF AMANDA HOLT'S BACKGROUND AND EXPERIENCE IS SET OUT IN THE EXPLANATORY NOTES ON PAGE 7

RESOLUTION 4 SHAREHOLDER APPROVAL FOR GRANT OF PERFORMANCE RIGHTS TO MANAGING DIRECTOR, KEES WEEL

To consider and, if thought fit, to pass the following resolution as an ordinary resolution of the Company:

"That, approval is given for the issue of 78,436 Performance Rights to Managing Director, Kees Weel under the PWR Employee

Incentive Plan on the terms and conditions described in the explanatory statement to this Notice of Meeting, for all purposes including ASX Listing Rule 10.14.

VOTING EXCLUSION

The Company will disregard any votes on Resolution 4 by Kees Weel or any of his Associates.

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

- o 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
- o the Chairman 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 Chairman to vote on the resolution as the Chairman decides; or
- o a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - o 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
 - o the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

IN ADDITION, PLEASE REFER TO THE 'IMPORTANT INFORMATION ON APPOINTING A PROXY' FOR RESOLUTIONS 1 AND 4' IF YOU ARE APPOINTING A PROXY FOR THIS ITEM

GENERAL BUSINESS

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

BY ORDER OF THE BOARD



LISA DALTON
COMPANY SECRETARY
14 SEPTEMBER 2023

Factory Tour and BBQ Lunch

Factory Tours start between 10:00 am and 11:00 am

We are excited to invite shareholders to tour our manufacturing facility at Ormeau and join us for lunch before the AGM.

Pre-registration for these tours is essential. Please register here if you wish to participate in a factory tour prior to the AGM: <https://www.pwr.com.au/pwh-annual-general-meeting-2023-registration/>

Tours will be limited to 10 people per tour and allotted on a first come first served basis.

BBQ Lunch 12 noon to 1.00 pm

A BBQ lunch with directors and management will be held between 12 noon and 1:00 pm, prior to the AGM and we would be delighted if you would join us.

1:00 PM (BRISBANE TIME)

FRIDAY, 27TH OCTOBER 2023

VOTING NOTES AND EXPLANATORY NOTES ACCOMPANY AND FORM PART OF THIS NOTICE OF MEETING. SHAREHOLDERS SHOULD READ THESE DOCUMENTS IN FULL.

VOTING NOTES

POLL

All resolutions will be by poll.

The Chairman intends to call a poll on each of the resolutions set out in this Notice.

The results of the voting on resolutions requiring a shareholder vote at the Meeting will be announced to the ASX promptly after the Meeting.

ELIGIBILITY TO VOTE AND ATTEND THE MEETING

For the purpose of the AGM and voting at the AGM, the Board has determined that a person's entitlement to vote at the Annual General Meeting will be determined as those persons who are registered holders of shares in the Company as at **7:00 pm (Sydney Time) on Wednesday 25th October 2023**.

Accordingly, persons who become Shareholders after this time will be disregarded in determining a Shareholder's entitlement to attend and vote at the Meeting.

A person who is entitled to attend and vote at the Meeting may appoint a proxy.

HOW TO VOTE

You may vote at the Meeting by attending the Meeting in person, or by proxy.

To vote in person you must attend the Meeting to be held at:

**1:00 pm (Brisbane time)
Friday, 27th October 2023
at the offices of PWR Holdings Limited
103 Lahrs Road, Ormeau, Queensland, 4208**

VOTING BY PROXY

If you wish to vote by proxy, your proxy form must be received by the Company no later than **1:00 pm (Brisbane time) on Wednesday, 25th October 2023**. Any proxy form received after that time will not be valid for the scheduled Meeting. Proxy forms can be lodged by:

- Posting it to PWR Holdings Limited, c/- Computershare Investor Services, GPO Box 242, Melbourne VIC 3001 Australia.
- Lodging it online at Computershare's website www.investorvote.com.au and logging in using the control number found on the front of your accompanying proxy form or scanning the QR code on the front of the accompanying Proxy Form with your mobile device and inserting your postcode.

NOTE: YOU WILL BE TAKEN TO HAVE SIGNED YOUR PROXY FORM IF YOU LODGE IT IN ACCORDANCE WITH THE INSTRUCTIONS ON THE WEBSITE.

- Faxing it to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).

- Intermediary Online subscribers (Institutions /Custodians) may lodge their proxy instruction online by visiting www.intermediaryonline.com

APPOINTMENT OF PROXIES

- A Shareholder may appoint a body corporate or an individual as its proxy;
- A proxy may be, but does not have to be, a Shareholder;
- A body corporate appointed as a Shareholder's proxy may appoint an individual as its corporate representative to exercise any of the powers that the body may exercise as the Shareholder's proxy; and
- Shareholders 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, but where the proportion or number is not specified, each proxy may exercise half of the votes.

If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, a certificate of the appointment of corporate representative should be completed and lodged in the manner specified below.

If proxy holders vote on a poll, they must vote all directed proxies as directed. Any directed proxies which are not voted on a poll will automatically default to the person chairing the Meeting, who must vote the proxies as directed.

If you appoint a proxy, we encourage you to direct your proxy how to vote on each item by marking the appropriate boxes on the proxy form.

If you do not specify a proxy in your completed proxy vote or if the person you appoint does not participate in the AGM, the Chairman of the meeting will be taken to be your proxy by default. In accordance with the *Corporations Act 2001*, any directed proxies that are not voted as directed on a poll at the meeting will automatically default to the Chairman of the meeting, who is required to vote proxies as directed.

Completed proxy forms must be lodged by **1:00 pm (Brisbane time) on Wednesday, 25th October 2023**.

The **enclosed** proxy form provides further details on appointing proxies and lodging proxy forms. The Chairman intends to vote all undirected proxies in favour of all resolutions.

Important Information on appointing a Proxy for Resolutions 1 and 4

The Corporations Act places certain restrictions on the ability of Key Management Personnel (including the person chairing the Meeting) and their Closely Related Parties to vote on resolutions 1 and 4 including where they are voting as proxy for another Shareholder.

In particular, if a member of the Key Management Personnel or a Closely Related Party of such a member is appointed as your proxy, they will not be permitted to vote as your proxy on these resolutions unless you direct them how to vote, or the person appointed is the Chairman of the meeting (see below).

To ensure that your votes are counted, you are encouraged to direct your proxy as to how to vote on these resolutions by indicating your preference by completing any of the 'For', 'Against' or 'Abstain' boxes on the proxy form.

The Chairman of the Meeting intends to vote all undirected proxies in favour of resolutions 1 and 4.

If you appoint the Chairman of the Meeting as your proxy but you do not direct the Chairman how to vote in respect of resolutions 1 and 4, you will be taken to be directing the Chairman to vote in favour of the resolutions and the Chairman will vote in this way, even though the resolution is in connection with the remuneration of Key Management Personnel.

CORPORATE REPRESENTATIVES

Any:

- a) corporate Shareholder; or
- b) corporate proxy appointed by a Shareholder,

that has appointed an individual to act as its corporate representative at the AGM should provide that person with:

- a) a certificate or letter executed in accordance with that company's constitution or the Corporations Act authorising him or her to act as that company's representative; or
- b) a copy of the resolution, certified by the secretary or a director of the company, appointing the representative.

The authority may be sent to the Company or its share registry, Computershare, in advance of the AGM or handed in at the AGM when registering as a corporate representative.

An Appointment of Corporate Representative form is available by contacting the Company's share registry:

Computershare Investor Services Pty Limited
Phone: 1300 850 505 (within Australia)
Phone: +61 3 9415 4000 (outside Australia)

QUESTIONS ON HOW TO CAST YOUR VOTES

If you have any queries on how to cast your votes, please call the Company's share registry:

Computershare Investor Services Pty Limited
Phone: 1300 850 505 (within Australia)

Phone: +61 3 9473 2555 (outside Australia)
Fax: 1800 783 447 (within Australia)

QUESTIONS FROM SHAREHOLDERS

In accordance with the *Corporations Act 2001* and the Company's past practice, a reasonable opportunity will be given to Shareholders at the meeting to ask questions about, or make comments on, the management of the Company and the remuneration report.

Similarly, a reasonable opportunity will also be given to Shareholders at the meeting to ask PWR's auditor, KPMG, questions relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the company in relation to the preparation of the financial statements, and the independence of the auditor in relation to the conduct of the audit.

Written questions may be submitted by Shareholders in advance of the meeting, including questions for the Company's auditor KPMG. The Company is required by law to forward all questions to the auditor.

Shareholders can submit their questions in advance of the meeting in a number of ways:

1. By completing an online enquiry form on PWR's website at PWR Website Ask A Question or by typing the following link into your browser:
<https://www.pwr.com.au/investors/investor-enquiries/>
2. By submitting an online question when voting prior to the meeting at investorvote.com.au
3. By submitting your question on the question sheet included with the Notice of meeting and emailing it to our Company Secretary at LisaD@pwr.com.au or posting it to 103 Lahrs Road, Ormeau, Qld, 4208

Please submit questions by no later than **5:00pm Friday, 20th October 2023**.

PWR HOLDINGS LIMITED | Explanatory Notes

These Explanatory Notes are provided to Shareholders of the Company to explain the Items of business and Resolutions to be put to Shareholders at the Annual General Meeting to be held on **Friday, 27th October 2023 at 1:00 pm (Brisbane time)**.

The Directors recommend that Shareholders read the accompanying Notice of Meeting and these Explanatory Notes in full before making any decision in relation to the resolutions.

Terms used in these Explanatory Notes are defined on page 9 of this document.

INFORMATION RELATING TO THE ITEMS OF BUSINESS AND RESOLUTIONS

Annual Financial Report and Directors' and Auditor's Reports

PWR's Annual Report comprising the Directors' Report and Auditor's Report, Directors' Declaration, Consolidated Statement of Profit and Loss and Other Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows and notes to the financial report for the Company and its controlled entities for the financial year ended 30 June 2023 were released to ASX Limited on 17 August 2023. You can access a copy of the Annual Report at:

<https://onlinereports.irmau.com/2023/PWH/>

The Company's Annual Report is placed before the Shareholders for discussion.

Shareholders will be given a reasonable opportunity to ask questions about, and make comments on, the reports and PWR's management, businesses, operations, financial performance and prospects, however there will be no formal resolution put to the meeting. PWR's auditor will also attend the meeting to answer questions in relation to the conduct of the audit (including the independence of the auditor), the preparation and content of the auditor's report and the accounting policies adopted by PWR. Shareholders may also submit questions in advance of the meeting in accordance with the instruction on page 5 of this notice.

No voting is required for this item.

Resolution 1 | Remuneration Report

The Board has submitted its Remuneration Report to Shareholders for consideration and adoption by way of a non-binding advisory resolution.

The Remuneration Report is on pages 71-89 of the Annual Report for the period ended 30 June 2023. The 2023 Annual Report is available here: <https://onlinereports.irmau.com/2023/PWH/>

The Remuneration Report:

- o explains the Board's policy for determining the nature and amount of remuneration of executives of the Company including the Managing Director; and
- o sets out remuneration details for each Director and the other Key Management Personnel of the Company.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, and make comments on, the Remuneration Report and the Company's remuneration arrangements.

The Board believes that the Company's remuneration arrangements, as set out in the Remuneration Report, are fair, reasonable and appropriate and support achievement of the strategic objectives of the Company.

For the voting exclusions relevant to this resolution, please see page 3 of this Notice of Meeting.

Directors' recommendation:

The Board unanimously recommends that Shareholders vote in favour of adopting the Remuneration Report. A vote on this resolution is advisory only and does not bind the Directors.

Resolution 2 | Election of Kym Osley, AM, CSC as a Director

Rule 11.7(b) of the Constitution requires the Company to hold an election of directors whenever required by the Corporations Act or the Listing Rules. The Listing Rules require the Company to hold an election of directors at each annual general meeting. In addition, Rule 11.3(a) of the Constitution, requires that a Director appointed to fill a casual vacancy must stand for election by Shareholders at the next Annual General Meeting.

Kym Osley AM, CSC was appointed by the Board to fill a casual vacancy on 1 February 2023 and being eligible, Kym Osley offers himself for election by Shareholders.

The experience, qualifications and other details in relation to Kym Osley are set out below.



Kym Osley, AM, CSC

Appointed 1 February 2023

Independent Non-Executive Director

Member Audit and Risk Committee

Member, Nomination and Remuneration Committee

Kym was appointed by the Board on 1 February 2023 to fill a casual vacancy. Kym brings to the Board over 45 years' experience in the Defence Force and Defence industry. He has undertaken Defence strategic procurement and capability planning for the Defence Force as well as personally leading major Defence capability programs, including the \$17B F-35 Joint Strike Program for Australia. Kym was Australia's senior Air Force representative to the UK, and later was the senior Defence representative in the US engaging with the US military as well as with major international Defence companies. Kym flew operationally as a fast jet aviator in aircraft including the F-111, Phantom and F-18 and commanded at all levels through to two-star rank. He was deployed to the Middle East where he directed air operations for the Coalition Air Operations Centre with responsibility for over 400 aircraft and 25,000 staff.

In his Reserve military capacity he has also led many overseas industry delegations to engage with overseas primes and military organisations to generate export contracts. In 2019, Kym was awarded a Defence Industry Service Commendation by the Minister for Defence for his contributions to Defence and the Defence Industry over many years.

Mr Osley was the most recent NSW Defence Advocate (Investment NSW) and is a non-executive director of Quickstep Holdings Limited (ASX:QHL), a member of LEOLabs Strategic Advisory Board, and is the Chair of the Australian Air Force Cadet

PWR HOLDINGS LIMITED | Explanatory Notes

	Foundation. He also is an Air Vice-Marshall in the Air Force Active Reserves, and acts in a pro-bono capacity as Executive Secretary of the Australian Institute of Navigation, Patron of the Australian Federation Guard, and Patron of various Air Force veteran organisations.
Current directorships of listed entities	Quickstep Holdings Limited (ASX:QHL)
Directorships of listed entities over last 3 years	Nil
Outcome of Bankruptcy and Criminal Records Searches	Nothing to report

Directors' recommendation:

The Directors, with Kym Osley abstaining, recommend that you vote in favour of this ordinary resolution to elect Kym Osley as a Director.

Resolution 3 | Election of Amanda Holt as a Director

Rule 11.3(a) of the Constitution, requires that a Director appointed to fill a casual vacancy must stand for election by Shareholders at the next Annual General Meeting.

Amanda Holt has been appointed by the Board to fill a casual vacancy with effect from 11 September 2023 and being eligible, Amanda Holt offers herself for election by Shareholders.

The experience, qualifications and other details in relation to Amanda Holt are set out below:

	<p>An accomplished and respected senior executive and defence industry leader, Amanda commenced her career in military systems engineering developing interoperable combat, communications, and simulation systems for the Royal Australian Navy in roles at Adacel, ADI and Thales.</p> <p>She further developed her understanding of complex military systems when she joined Australian engineering and systems integration company, SYPAQ Systems in 2007. SYPAQ provided Amanda with the opportunity to work with capabilities such as naval shipbuilding, submarine systems, naval and army aviation, aerospace systems, land surveillance and autonomous Systems. Amanda was appointed SYPAQ's Chief Executive Officer in 2015 after being General Manager, Defence and Aerospace and Chief Engineer for four years prior.</p> <p>Amanda was the recipient of the 2019 Female Defence Leader of the Year Award.</p>
<p>Amanda Holt</p> <p>Appointed 11 September 2023</p> <p>Independent Non-Executive Director</p>	

	<p>Current Roles:</p> <p>Executive Director and Chief Executive Officer, SYPAQ Member of Defence Council of Victoria Cyber Security Expert Advisory Panel, Victorian Government Co-Chair Land Environmental Working Group, Army Co-Chair Maritime Environmental Working Group, Navy</p> <p>Qualifications:</p> <p>B. Eng (Aerospace) B. Business Senior Executive MBA</p> <p>Memberships:</p> <p>Fellow of Engineers Australia (FIEAust, EngExec, CPEng, NER) Member Australia Institute of Company Directors Member, Australian Institute of Project Management</p>
Current directorships of listed entities	Nil
Directorships of listed entities over last 3 years	Nil
Outcome of Bankruptcy and Criminal Records Searches	Nothing to report

Directors' recommendation:

The Directors, with Amanda Holt abstaining, recommend that you vote in favour of this ordinary resolution to elect Amanda Holt as a Director.

Resolution 4 | Approval to Grant Performance Rights to Managing Director Kees Weel

Background

This Resolution seeks Shareholder approval for the purpose of ASX Listing Rule 10.14 and for all other purposes to grant Performance Rights to Mr Kees Weel (Managing Director) pursuant to the Company's Performance Rights Plan.

The Performance Rights Plan has been designed to facilitate the Company to incentivise participants to drive shared performance objectives and link remuneration to Company performance.

Why is Shareholder approval being sought for Resolution 4?

ASX Listing Rule 10.14 requires a listed company to obtain Shareholder approval prior to the issue of securities under an employee incentive scheme to a director of a company or his or her Associates. As Mr Weel is a Director of the Company, in accordance with ASX Listing Rules, any issue of securities to him requires prior Shareholder approval.

This Resolution seeks approval for the purposes of ASX Listing Rule 10.14 and for all other purposes, to make the grant of FY2024 Performance Rights to Mr Weel in accordance with the terms and conditions of the Performance Rights Plan.

Once approval is obtained pursuant to Listing Rule 10.14, the

PWR HOLDINGS LIMITED | Explanatory Notes

Company is entitled to rely on Listing Rule 10.12, Exception 8 as an exception to any requirement that may otherwise apply requiring Member approval under Listing Rule 10.11. Similarly, approval will not be required under Listing Rule 7.1.

How many Performance Rights will Mr Weel receive and what are the terms and conditions?

The features of the proposed FY2024 offer of Performance Rights to the Managing Director are summarised below together with additional information provided in accordance with ASX Listing Rule 10.15 to support this Resolution:

Criteria	Details
Incentive type	The Company is seeking Shareholder approval for a grant of Performance Rights to Kees Weel, Managing Director. Performance Rights may vest if Vesting Conditions are satisfied
Details of Managing Director Remuneration	<p>Total Fixed Remuneration (TFR) = \$752,200 per annum.</p> <p>Short Term Incentive of up to 60% of TFR – satisfied by the payment of cash and deferred performance rights, subject to meeting Key Performance Indicators and the approval of Shareholders at the 2024 AGM.</p> <p>Long Term Incentive of up to 90% of TFR – satisfied by grant of Performance Rights (the subject of Resolution 4).</p>
Issue Date	Performance Rights will be issued immediately after the 2023 AGM but in any event no later than 12 months from the date of the 2023 AGM.
Vesting Conditions	Refer to Annexure Two for the Vesting Conditions attaching to Mr Weel's Performance Rights under the Long Term Incentive Plan.
Maximum Number of Performance Rights to be issued	<p>A total of 78,436 Performance Rights will be offered to the Managing Director in the 2024 financial year. The number of Performance Rights was calculated by applying the following formula:</p> <p>Number of Performance Rights = 90% of Managing Director's Total Fixed Remuneration/ Share Price</p> <p>Where:</p> <ul style="list-style-type: none"> Managing Director's Total Fixed Remuneration = \$752,200 per annum Share Price is the volume weighted average share price for June 2023 which was \$8.63.
Issue Price	No amount will be payable by Mr Weel for the Performance Rights as they are part of the intended total remuneration package for the 2024 financial year.
Value attributable to Performance Rights	The valuation of the Performance Rights at the date of grant is calculated by using the Black Scholes Method, using the 30 day VWAP at 30 June 2023. Each Performance Right is valued at \$8.267 per Performance Right which equates to a total value of \$648,430.

Criteria	Details
	<i>Note this is different to the fair value of the Performance Rights used for accounting purposes which is reported each year in the Company's annual report.</i>
Vesting of Performance Rights	Upon the satisfaction of the Vesting Conditions, the value of Performance Rights that vest will be evaluated and will be paid in Shares, cash or a combination of cash and Shares based on the then Share price, at the Board's discretion.
Vesting Date	1 September 2026
Performance Period	1 July 2023 to 30 June 2026
Exercise price of the Performance Rights	Mr Weel does not pay any amount to exercise the Performance Rights.
Prior Participation	<p>Mr Weel has participated in the prior Performance Rights Plans:</p> <ul style="list-style-type: none"> He was granted 64,958 performance rights which resulted in 61,385 Shares being issued to the Managing Director in 2019 as a result of the vesting conditions attaching to those rights being partially satisfied at the time. He was granted 50,077 Performance Rights following the 2022 AGM. The vesting date for these rights is 1 September 2025 subject to meeting the Vesting Conditions.
Future Participation	Mr Weel, together with senior managers and other employees of the Group nominated by the Board, are eligible to participate in the Performance Rights Plan. Mr Weel is currently the only executive director and so is the only director who is currently eligible to participate in the Performance Rights Plan. Any grants to the Managing Director or any other executive director from time to time will be put to shareholders for approval.
Loan	No loan is being made available to Mr Weel in connection with the grant of Performance Rights.
Dealing restrictions	Performance Rights issued to Mr Weel may not be sold except to an associate. Dealing in Shares issued on vesting of Performance Rights is unrestricted, subject to compliance with the Company's share trading policy (unless the transfer would require a disclosure document).
Termination of employment	Unless the Board determines otherwise, the Performance Rights lapse if Mr Weel is not continuously employed until the date nominated by the Board when the offer of the Performance Rights is made (see Vesting Conditions).
Other Terms and Conditions	Refer to Annexure One for a general summary of the terms and conditions of the Performance Rights Plan.

PWR HOLDINGS LIMITED | Explanatory Notes

Criteria	Details
Reorganisation of share capital	If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company, the terms of the Performance Rights will be adjusted in a manner which is consistent with the Listing Rules.
Participation in new issues	If the Company conducts a bonus issue, Mr Weel will be entitled, on vesting of the Performance Rights, to receive additional securities that he would have received had they vested at the time of the bonus issue. He is not entitled to participate in any rights issues merely because he holds Performance Rights.
Dividends	The Performance Rights do not entitle Mr Weel to receive dividends until the Performance Rights have vested.

Other information

Details of any Performance Rights granted under the Performance Rights Plan will be published in the Annual Report of the Company relating to the period in which they have been granted, together with a statement that approval of the grant was obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Performance Rights Plan after this Resolution is approved and who were not named in this Notice of Meeting and Explanatory Notes will not participate until approval is obtained under that Listing Rule.

Non-executive Directors' views and recommendations

The Non-executive Directors believe that the success of the Group will largely depend on the leadership, skills and motivation of Mr Weel in overseeing the management of the Group's operations and strategy implementation. In deciding to recommend the issue of Performance Rights to Mr Weel, the Non-executive Directors:

- took into account the nature of Mr Weel's position within the Group, the function and purpose of the LTIP component of the Company's remuneration framework and have considered these against the practices of other ASX listed companies;
- consider that the grant of the Performance Rights is an appropriate form of remuneration and is part of a reasonable remuneration package taking into account the Group's circumstances and the circumstances of Mr Weel; and
- believe that it is in the best interests of Shareholders to approve Resolution 4 as the grant of the Performance Rights appropriately aligns Executive Director remuneration and Shareholder return due to the Vesting Conditions the Company must achieve for the Performance Rights to vest.

What happens if Resolution 4 is not passed?

If Resolutions 4 is not passed, PWR Holdings Limited will not be able to proceed with the Issue and no performance rights will be issued to the Managing Director. The Directors will consider the impact this has on the total variable remuneration of the Managing Director and whether any variation to the components of the total variable remuneration is warranted.

Directors' recommendation

The Non-executive Directors recommend that you vote in favour of this ordinary resolution. Mr Weel has an interest in the outcome of this Resolution and therefore declines to make a recommendation in respect of the Resolution.

DEFINED TERMS	MEANING
AEST	Australian Eastern Standard Time
Annual General Meeting or AGM	the annual general meeting of Shareholders of the Company
Associate	the meaning given in the Listing Rules
ASX	ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires)
Auditor	KPMG
Board	the board of Directors of the Company
Chairman	the person appointed to chair the Meeting
Closely Related Party or CRP	(as defined in the Corporations Act) of a member of the Key Management Personnel for an entity means: <ol style="list-style-type: none"> a spouse or child of the member; or a child of the member's spouse; or a dependant of the member or the member's spouse; or anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or a company the member controls; or a person prescribed by the regulations for the purposes of this paragraph
Corporations Act	the Corporations Act 2001 (Cth)
Company	PWR Holdings Limited ACN 105 326 850
Constitution	the constitution of the Company, as amended from time to time, a copy of which is available on the Company's website www.pwr.com.au
Directors	the directors of the Company from time to time (each a Director)
Group	PWR Holdings Limited and its wholly owned subsidiaries
Key Management Personnel	(as defined in the Corporations Act) those persons having authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, including any director (whether executive or otherwise) of the Group
Listing Rules	the Listing Rules of the ASX
Long Term Incentive Plan or LTIP	PWR's long-term incentive plan for key personnel, the vehicle of which is the Performance Rights Plan
Managing Director	the managing director of the Company.
Meeting	this meeting.
Non-Executive Directors	the non-executive directors of the Company
Notice	the notice of meeting which accompanies the Explanatory Notes
Performance Right	a right to acquire one Share under the

PWR HOLDINGS LIMITED | Explanatory Notes

DEFINED TERMS	MEANING
	Performance Rights Plan rules
Performance Rights Plan	the Company's Performance Rights Plan
Plan	Performance Rights Plan
Remuneration Report	the section of the Directors' Report contained in the annual Financial Report of the Company for the year ended 30 June 2023 entitled 'Remuneration Report'
Rules	Performance Rights Plan Rules, a summary of which is set out in the Annexure to this document.
Shareholder	a registered holder of shares in the Company

Schedule | Terms and Conditions of Performance Rights Plan

Annexure One

Overview	
Awards	The Plan involves the grant of Performance Rights and/or Incentive Rights which may upon the satisfaction of the vesting conditions, determined by the Board, will be paid in Shares, cash or a combination of cash and Shares based on the then Share price.
Terms and Conditions including Variations	The Board has the discretion to set the terms and conditions upon which it will offer Performance Rights under the Plan, including the Vesting Conditions and modification of conditions as appropriate to ensure the plan operates as intended. The Vesting Conditions are intended to be challenging and linked to growth in shareholder value. The terms and conditions of the Plan include those aspects legally required as well as a method for calculating the appropriate number to vest in the circumstances of a change of control, a major return of capital to shareholders and the treatment in circumstances of various forms of termination of employment.
Eligibility	<p>The Performance Rights Plan will be open to a person (including an executive director) who is in permanent full-time or part-time employment of the Group. An Employee is only eligible to participate in the Plan and to be offered Performance Rights under the Plan if the Board determines, in its absolute discretion, that he or she should participate in the Plan.</p> <p>Offers are in the absolute discretion of the Board and, unless the Board determines otherwise, are personal to the Employee.</p>
Plan Limit	The Company will not offer Performance Rights where the grant of the Performance Rights offered would result in the Company exceeding any limit that applies under ASIC Class Order 14/1000 or any subsequent or replacement class order in respect of new issues of securities under employee share schemes.
Grant of Performance Rights	<p>All Performance Rights are to be offered to eligible Employees for no consideration. The offer must be in writing and set out, amongst other things:</p> <ul style="list-style-type: none"> • the Exercise Price, or the method of calculation of the Exercise Price (and if the Exercise Price is zero, then a statement to that effect); • the number of Performance Rights being offered; • any applicable Vesting Conditions; • the period or periods in which the Performance Rights can be exercised or vest; • the Expiry Date; • a copy of the Performance Rights Plan Rules, or instructions as to how a copy of the Rules may be obtained by the Employee; • instructions as to how the offer of Performance Rights can be accepted and the latest date for acceptance of the offer. <p>The Company will not offer Performance Rights where the grant would cause the Company to exceed any limit that applies under a relevant ASIC Class Order.</p>
Number of Performance Rights	The number of Performance Rights to be offered will be at the discretion of the Board. It is intended that the number of Performance Rights to be granted will be determined annually with regard to the Participant's total fixed remuneration, relevant market practices and the relevant policies of the Company regarding remuneration.
Vesting	<p>Performance Rights are only vested when the Company notifies a Participant that vesting has occurred and subject to the satisfaction of Vesting Conditions. Rights that vest and are exercised will be evaluated and will be settled in Shares, cash or a combination of cash and Shares based on the then Share price, at the Board's discretion. No exercise price is required to exercise vested Performance Rights.</p> <p>Upon the satisfaction of the Vesting Conditions, the value of Performance Rights that vest will be evaluated and if satisfied by the issue of Shares, the Company will apply for official quotation of any Shares issued on exercise of any Performance Rights if Shares are quoted on ASX at the time.</p>
Vesting Period	The Vesting Period is the period over which Vesting Conditions are assessed and may be determined by the Board as part of each invitation. In practice it will generally be three years for Performance Rights (starting from the beginning of the first financial year in the Vesting Period)
Lapse	<p>The Performance Rights shall lapse upon the first to occur of:</p> <ul style="list-style-type: none"> • the Expiry Date specified by the Board; • the Employee failing to meet the relevant Vesting Conditions within the prescribed period; • if the Employee ceases to be employed by the Company or another Group company due to resignation, retirement, retrenchment, death or permanent illness, permanent physical or mental incapacity or any other

Schedule | Terms and Conditions of Performance Rights Plan

	<p>reason, on the date of cessation or such longer period as the Board determines; or</p> <ul style="list-style-type: none"> a determination by the Board that the Employee has been dismissed for any reason which entitles the Group company to dismiss them without notice or has acted fraudulently, dishonestly or in breach of their obligations to a Group company and, in each case, the Performance Right is to be forfeited for that reason.
Vesting Conditions	<p>The performance hurdles or other conditions (including as to time) that the Board determines will be required to be met before Performance Rights which have been issued to a Participant under the Plan will vest.</p> <p>Refer to Annexure Two.</p>
Rights of Participants	<p>Once Shares are issued upon vesting of the Performance Rights, the Employee will hold the Shares free of any transfer restrictions, unless such transfer would require preparation of a disclosure document or would be contrary to the Company's Securities Trading Policy. Where any Shares are issued during a period in respect of which a dividend is declared, the holder of those Shares is only entitled to receive a dividend where the Performance Right pursuant to which they were issued vested on or before the relevant dividend entitlement date. Otherwise, Shares issued on vesting of Performance Rights rank equally with all other issued Shares.</p> <p>Should the Company undergo a reorganisation (including a consolidation, subdivision, reduction, cancellation or return) before vesting, the terms of the Performance Rights (including number or exercise price or both) will be correspondingly changed in a manner consistent with the Listing Rules. Any adjustments or calculations will be made by the auditors.</p> <p>If, in the opinion of the Board, a Change of Control event (including a takeover bid under which a person acquires voting power of more than 50% and which has become unconditional or a scheme of arrangement which has been sanctioned by the Court) has occurred or is likely to occur, the Board may declare a Performance Right to be free of any Vesting Conditions.</p> <p>Otherwise, a holder of Performance Rights is not entitled to participate in dividends, a new issue of Shares or other securities made by the Company to Shareholders merely because he or she holds Performance Rights.</p> <p>An Employee must not hedge their economic risk as a participant in the Performance Rights Plan.</p>
Assignment of Performance Rights	<p>The Performance Rights are not transferable or assignable except to an 'associate' (within the meaning of section 318 of the Income Tax Assessment Act 1936 (Cth)) of the Employee, with the prior written consent of the Board.</p>
Administration	<p>The Performance Rights Plan will be administered by the Board. The Board has the discretion to set the terms and conditions on which it will offer Performance Rights under the Plan, including the Vesting Conditions and modification of the standard conditions as appropriate to ensure the Plan operates as intended. The Vesting Conditions are intended to be challenging and linked to growth in shareholder value. The Board can also, determine appropriate procedures for its administration and resolve questions of fact or interpretation and formulate special terms and conditions to apply to persons employed, resident in or who are citizens of a foreign country.</p>
Termination and amendment	<p>The Performance Rights Plan may be terminated or suspended at any time by the Board. Termination or suspension does not prejudice the existing rights of holders.</p> <p>Subject to the Listing Rules, the Board (without the consent of the relevant holders or Shareholders) may amend, revoke, add to or vary (including retrospectively) the provisions of the Rules or the terms of an offer of Performance Rights, including the Vesting Conditions. However, the consent of the relevant holders is required if the amendment reduces the rights of the holders of Performance Rights other than for compliance with the Corporations Act or Listing Rules, compliance with law, policy or regulatory practice in relation to the operation of the Performance Rights Plan, to correct errors, or to consider adverse tax implications.</p>

Schedule | Terms and Conditions of Performance Rights Plan

Annexure Two

Vesting Conditions for Performance Rights to be granted to Managing Director, Kees Weel pursuant to Resolution 4

Vesting Conditions	TSR assessment	The percentage of Performance Rights linked to TSR will be 50%. TSR is calculated by an independent third party, comparing the TSR percentile rank that the Company holds relative to all S&P ASX 300 constituent companies (excluding Energy sector (oil, gas and coal)) for the relevant 3-year Performance Period.	
	Targets	TSR is 50% or less	Nil vesting
		TSR is more than 50% but less than 75%	Pro rata vesting
		TSR is 75% or more	100% vesting
	Performance Measurement Period	3 years	
	Service Vesting Condition	Continually employed and not having resigned during the Performance Period and up to and including the date of vesting.	
	Earnings Per Share assessment	The percentage of the Performance Rights linked to the EPS hurdle will be 50%. Vesting is determined by the compound annual growth rate of EPS over the 3-year performance period, measured against specific EPS targets outlined below.	
	Targets	Compound annual growth rate of EPS <4%	Nil vesting
		Compound annual growth rate of EPS ≥4% to ≤ 10%	Pro rata vesting
	Stretch Target	Compound annual growth rate of EPS >10%	100% vesting
Performance Measurement Period	3 years		
Service Vesting Condition	Continually employed and not having resigned during the Performance Period and up to and including the date of vesting.		



PWR Holdings Limited
ABN 85 105 326 850

PWH

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 **1:00 pm (Brisbane Time) on Wednesday, 25 October 2023.**

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

PARTICIPATING IN THE MEETING

Corporate Representative

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

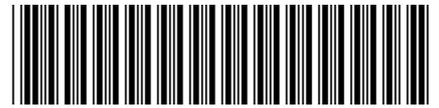
1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



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 PWR Holdings Limited 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 PWR Holdings Limited to be held physically at 103 Lahrs Road Ormeau, Queensland, 4208 on Friday, 27 October 2023 at 1:00 pm (Brisbane Time) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1 and 4 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 and 4 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1 and 4 by marking the appropriate box in step 2.

Step 2 Items of Business

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

		For	Against	Abstain
Resolution 1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Kym Osley as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Amanda Holt as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Shareholder Approval for Grant of Performance Rights to Managing Director, Kees Weel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

PWH

3 0 1 6 2 8 A



Computershare

