

ASX Announcement (ASX: PWH)



13 September 2024

### **PWR 2024 Notice of Annual General Meeting**

The 2024 Annual General Meeting (AGM) for PWR Holdings Limited will be held on Friday, 18 October 2024 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](mailto:lisad@pwr.com.au)

Martin McIver  
Chief Financial Officer  
m: 0417 628 956  
e: [martin.mciver@pwr.com.au](mailto:martin.mciver@pwr.com.au)

13 September 2024

Dear Shareholder

**PWR Holdings Limited | 2024 Annual General Meeting**

It is my pleasure to invite you to PWR's 2024 Annual General Meeting (AGM) to be held at 1:00 pm (Brisbane time) on Friday, 18<sup>th</sup> October 2024 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
10.30 am to 1.00 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 April on +61 7 5547 1600 or email April at reception@pwr.com.au if you require special arrangements to be made for parking.
10:30 am to 12 noon	Site tour (groups of 10)	Tours take around 45 minutes to an hour. Pre-registration for tours is essential. You can register here: <a href="https://www.pwr.com.au/agm-tour-registration-2024/">https://www.pwr.com.au/agm-tour-registration-2024/</a> .
12 noon to 1pm	BBQ Lunch	If you have special dietary requirements, please call April on +61 7 5547 1600 or email reception@pwr.com.au.
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 2024. Full details are in the 2023-24 Annual Report which is available on PWR's website: <https://onlinereports.irmau.com/2024/PWH/128/>.

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:

- Remuneration Report (advisory only)
- Election of Kristen Podagiel and Jason Conroy as directors
- Approval for Kees Weel, Managing Director, to participate in the Long-Term Incentive 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 16<sup>th</sup> October 2024, 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 <a href="https://www.pwr.com.au/investors/investor-enquiries/">https://www.pwr.com.au/investors/investor-enquiries/</a>	Via Investor Vote: <a href="https://www.investorvote.com.au/Login">https://www.investorvote.com.au/Login</a>

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.

### Farewell Jeff Forbes

This AGM will be the last one for Jeff Forbes as we farewell him from his role as a non-executive director of the Company. Jeff has been with PWR since it listed in 2015 and has been the Chairman of the Company's Audit, Risk and Sustainability Committee since that time. Jeff's retirement from the Board is part of the Board's long-term succession plan. Mr Jason Conroy will replace Jeff as Chairman of the Audit, Risk and Sustainability Committee from the end of the AGM. On behalf of the Board of Directors, I would like to express our appreciation for Jeff's significant contribution to PWR over the past nine years. His immense experience and contribution to the Board and the Company has been invaluable. We wish him all the very best for life after PWR.

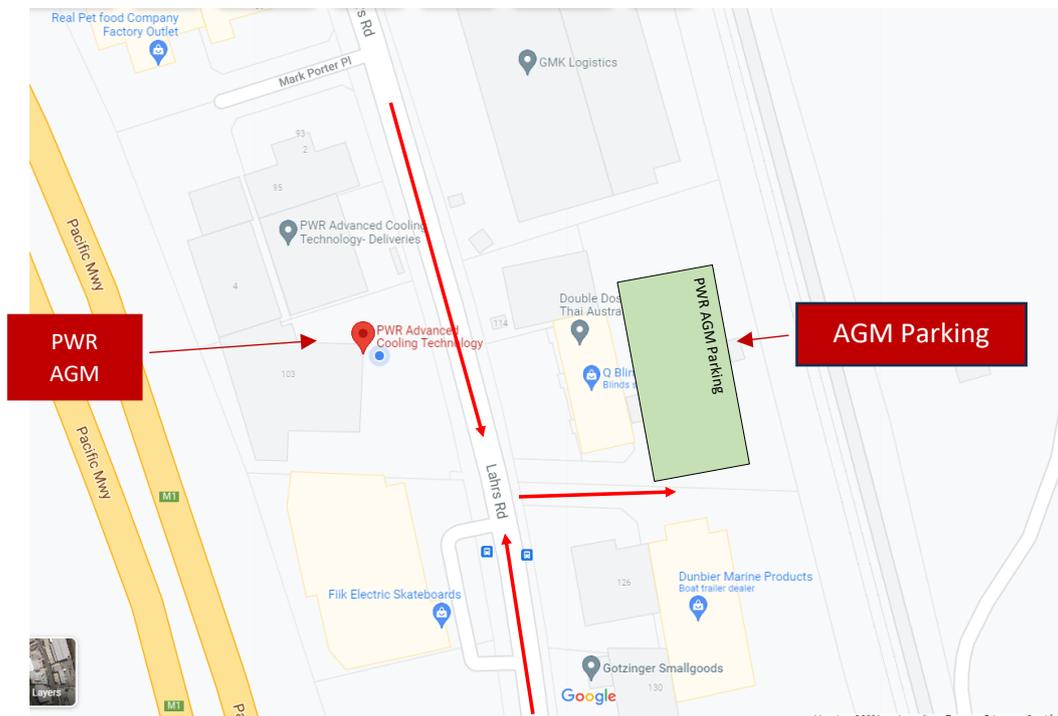
The directors and management team look forward to welcoming you to this year's AGM.

Yours sincerely



Roland Dane  
Chairman

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



# Notice of 2024 Annual General Meeting and Explanatory Notes



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

**TIME:** 1:00 pm (Brisbane Time)

**DATE:** Friday, 18th October 2024

**WHERE:** PWR Holdings Limited  
103 Lahrs Road  
Ormeau, Queensland, 4208

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, 16<sup>th</sup> October 2024**.

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".

The accompanying Explanatory Notes which start on page 6 provide information about the items of business, voting, a summary of important information and Glossary and form part of this Notice and should be read in conjunction with it.

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
10.30 to 1.00 pm	Arrival and Registration for AGM	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 April on +61 7 5547 1600 if you have mobility issues and require special parking arrangements
10.30 to 12 noon	Tours of PWR's manufacturing facility at Ormeau (groups of 10)	Pre-registration for our 1-hour tours is essential. You can register here: <a href="https://www.pwr.com.au/agm-tour-registration-2024/">Registration PWR Factory Tours</a> or by typing the following into your browser <a href="https://www.pwr.com.au/agm-tour-registration-2024/">https://www.pwr.com.au/agm-tour-registration-2024/</a>
12 noon to 1pm	BBQ Lunch	If you have special dietary requirements, please call April 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"> <li>• Consideration of Financial and Other Reports including questions to the Auditor</li> <li>• Resolution 1   Remuneration Report</li> <li>• Resolution 2   Election of Kristen Podagiel as a Director</li> <li>• Resolution 3   Election of Jason Conroy as a Director</li> <li>• Resolution 4   Approval for Managing Director, Kees Weel, to participate in Long Term Incentive Plan</li> </ul> 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 2024 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 2024.

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 2024 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 or on behalf of 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, regardless of the capacity in which the vote is cast, unless the vote is cast as a proxy for a person who is entitled to vote on this resolution:

- o in accordance with their directions on how to vote as set out in the proxy appointment; or
- o by the Chairman of the meeting pursuant to an express authorisation to exercise the proxy even though the resolution is connected with the remuneration of Key Management Personnel.

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 KRISTEN PODAGIEL AS A DIRECTOR

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

*"That **Kristen Podagiel**, 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 KRISTEN PODAGIEL'S BACKGROUND AND EXPERIENCE IS SET OUT IN THE EXPLANATORY NOTES ON PAGE 6

#### RESOLUTION 3 ELECTION OF JASON CONROY AS A DIRECTOR

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

*"That **Jason Conroy**, 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 JASON CONROY'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 70,480 Performance Rights, to Managing Director, Kees Weel (or an entity controlled by him or of which he is a beneficiary) under the PWR Employee Incentive Plan on the terms and conditions described in the Explanatory Notes to this Notice of Meeting, for all purposes including ASX Listing Rule 10.14.*

#### VOTING EXCLUSION

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

However, this does not apply to a vote cast in favour of the 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, even though the resolution is connected with the remuneration of Key Management Personnel; 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  
6 SEPTEMBER 2024

# PWR HOLDINGS LIMITED | NOTICE OF 2024 ANNUAL GENERAL MEETING



1:00 PM (BRISBANE TIME)

FRIDAY, 18<sup>TH</sup> OCTOBER 2024

## Factory Tour and BBQ Lunch

### Factory Tours between 10.30 am and 12 noon

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 one-hour tours is essential. Please register here if you wish to participate in a factory tour prior to the AGM: [Registration PWR Factory Tours](#)

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.

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 16<sup>th</sup> October 2024**.

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) on Friday, 18<sup>th</sup> October 2024 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, 16<sup>th</sup> October 2024**. Any Proxy Form received after that time will not be valid for the scheduled Meeting. Proxy Forms can be lodged by:

o [Posting](#) it to PWR Holdings Limited, c/- Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001 Australia.

o [Lodging it online](#) at Computershare's website [www.investorvote.com.au](http://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.

o [Faxing](#) it to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).

o [Intermediary Online subscribers \(Institutions /Custodians\)](#) may lodge their proxy instruction online by visiting [www.intermediaryonline.com](http://www.intermediaryonline.com)

### APPOINTMENT OF PROXIES

- o A Shareholder may appoint a body corporate or an individual as its proxy;
- o A proxy may be, but does not have to be, a Shareholder;
- o 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
- o 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 has appointed two proxies, neither of those proxies may vote on a show of hands.

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, 16<sup>th</sup> October 2024**.

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.

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 authorising the Chairman to vote as they see fit, even though the resolution is in connection with the remuneration of Key Management Personnel.

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

**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 9415 4000 (outside Australia)  
Fax: 1800 783 447 (within Australia)  
Fax: +61 3 9473 2555 (outside 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](https://www.pwr.com.au/investors/investor-enquiries/) or by typing the following link into your browser:  
<https://www.pwr.com.au/investors/investor-enquiries/>
2. submitting an online question when voting prior to the meeting at [investorvote.com.au](https://investorvote.com.au)
3. 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](mailto:LisaD@pwr.com.au) or posting it to 103 Lahrs Road, Ormeau, Qld, 4208

Please submit questions by no later than **5:00pm Friday, 11<sup>th</sup> October 2024**.

# 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, 18<sup>th</sup> October 2024 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 10 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 2024 were released to the ASX on 16 August 2024. You can access a copy of the Annual Report here [PWR 2024 Annual Report](https://www.pwr.com.au/investors/reports/PWR%2024%20Annual%20Report) or by typing the following into your browser:

<https://onlinereports.irmau.com/2024/PWH/128/>

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 69 to 86 of the Annual Report for the period ended 30 June 2024.

The 2024 Annual Report is available on the Company's website: [www.pwr.com.au/investors/reports/PWR 2024 Annual Report](http://www.pwr.com.au/investors/reports/PWR%2024%20Annual%20Report)

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.

### Resolutions 2 and 3 | Election of Directors

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.

### Resolution 2 | Election of Kristen Podagiel as a Director

Kristen Podagiel was appointed by the Board to fill a casual vacancy on 1 February 2024 and being eligible, Kristen Podagiel offers herself for election by Shareholders.

The experience, qualifications and other details in relation to Kristen Podagiel are set out below.

#### **Kristen Podagiel**



Appointed 1 February 2024

Independent Non-Executive Director

Chairman, Nomination and Remuneration Committee

Kristen was appointed by the Board on 1 February 2024 to fill a casual vacancy.

Kristen has a distinguished legal background and over the past 20 years has worked as a commercial lawyer advising a wide range of companies and boards on governance matters, major projects and developments including those in the technology, mining, energy and defence industries. Kristen has extensive senior executive-level experience including her prior role as Chief Executive Officer and Managing Partner of McCullough Robertson, a leading Australian independent law firm and most recently as CEO of Women's Legal Service Queensland, which provides free legal and social work services to over 5000 Queensland women every year.

Kristen has a passion for supporting girls to pursue careers in industries where women are underrepresented, and was a founding director of charity UNIQ YOU, a charity supporting women in STEM related areas.

Kristen is a current non-executive director of Silver Mines Limited (ASX: SVL) and is the Chairman of ADG Capital Pty Ltd, a company involved in a range of engineering disciplines across various industry sectors including resources and infrastructure.

## PWR HOLDINGS LIMITED | Explanatory Notes

Current directorships of listed entities	Silver Mines Limited (ASX: SVL)
Directorships of listed entities over last 3 years	Nil
Outcome of Bankruptcy and Criminal Records Searches	Nothing to report

### Directors' recommendation:

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

### Resolution 3 | Election of Jason Conroy as a Director

Jason Conroy was appointed by the Board to fill a casual vacancy on 1 May 2024 and being eligible, Jason Conroy offers himself for election by Shareholders.

The experience, qualifications and other details in relation to Jason Conroy are set out below.

#### Jason Conroy



Appointed 1 May 2024

Independent Non-Executive Director

Jason Conroy was appointed by the Board on 1 May 2024 to fill a casual vacancy.

Jason has over 30 years of experience working with businesses in Australia, New Zealand, the United States and the United Kingdom.

Through his experience as a chief financial officer, board chair, non-executive director and audit & risk committee chair, Jason brings expertise in the management and governance of ASX-listed and private commercial companies, particularly in the fields of M&A, corporate finance, complex project delivery and business transformation.

Jason's current board roles are focused on accelerating Australia's clean energy transition.

He is a former board member of companies in the power, utilities, resources and green technology sectors, and a former CFO of Transgrid, Australia's largest electricity transmission and renewables grid connections business, and DUET Group, an ASX100 member that owned five energy infrastructure and utility businesses.

Jason is currently a Non-executive Director of Symphony Infrastructure Partners, Non-executive Chairman of Birdwood Distributed Energy Platform (backed by Aware Super) and a Non-executive Director of Beca Group Limited

Current directorships of listed entities	Nil
Directorships of listed entities over last 3 years	TYMLEZ Group Limited (ASX: TYM), resigned May 2023
Outcome of Bankruptcy and Criminal Records Searches	Nothing to report

### Directors' recommendation:

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

### Resolution 4 | Approval to Grant Performance Rights to Managing Director Kees Weel (or an entity controlled by him or of which he is a beneficiary)

#### 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) through his superannuation fund, Lazy Weel Super, of which he is a beneficiary, 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 10.14.1 and 10.14.2 require 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. The Performance Rights may be issued to an entity controlled by Mr Weel or of which he is a beneficiary, which is his Associate for the purposes of Listing Rule 10.14.1 and 10.14.2.

This Resolution seeks approval for the purposes of ASX Listing Rule 10.14.1 and 10.14.2 and for all other purposes, to make the grant of FY2025 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 10.14.1 and 10.14.2, the 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 FY2025 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
<i>Incentive type</i>	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

## PWR HOLDINGS LIMITED | Explanatory Notes

Criteria	Details
<b>Details of Managing Director Remuneration</b>	<p>Total Fixed Remuneration (TFR) = \$865,030 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 (if required) approval of Shareholders at the 2025 AGM.</p> <p>Long Term Incentive of up to 90% of TFR – satisfied by grant of Performance Rights (the subject of Resolution 4)</p>
<b>Issue Date</b>	Performance Rights will be issued immediately after the 2024 AGM but in any event no later than 12 months from the date of the 2024 AGM
<b>Vesting Conditions</b>	Refer to <b>Annexure Two</b> for the Vesting Conditions attaching to Mr Weel’s Performance Rights under the Long-Term Incentive Plan
<b>Maximum Number of Performance Rights to be issued</b>	<p>A total of 70,480 Performance Rights will be offered to the Managing Director in the 2025 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"> <li>Managing Director’s Total Fixed Remuneration = \$865,030 per annum</li> <li>Share Price is the volume weighted average share price for June 2024 which was \$11.046.</li> </ul>
<b>Issue Price</b>	No amount will be payable by Mr Weel for the Performance Rights as they are part of the intended total remuneration package for the 2025 financial year
<b>Value attributable to Performance Rights</b>	<p>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 2024. Each Performance Right is valued at \$10.33 per Performance Right which equates to a total value of \$728,058.</p> <p><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></p>
<b>Vesting of Performance Rights</b>	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

Criteria	Details
<b>Vesting Date</b>	1 September 2027
<b>Performance Period</b>	1 July 2025 to 30 June 2027
<b>Exercise price of the Performance Rights</b>	Mr Weel does not pay any amount to exercise the Performance Rights.
<b>Prior Participation</b>	<p>Mr Weel has participated in the prior Performance Rights Plans:</p> <ul style="list-style-type: none"> <li>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 satisfied at the time.</li> <li>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</li> <li>He was granted 78,436 Performance Rights following the 2023 AGM. The vesting date for these rights is 1 September 2026, subject to meeting the Vesting Conditions</li> </ul> <p>No amount was paid by Mr Weel for these Performance Rights or Shares as they were part of the total remuneration package for the relevant financial years.</p>
<b>Future Participation</b>	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.
<b>Loan</b>	No loan is being made available to Mr Weel in connection with the grant of Performance Rights.
<b>Dealing restrictions</b>	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).
<b>Termination of employment</b>	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).

Criteria	Details
<b>Other Terms and Conditions</b>	Refer to <b>Annexure One</b> for a general summary of the terms and conditions of the Performance Rights Plan
<b>Reorganisation of share capital</b>	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.
<b>Participation in new issues</b>	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.
<b>Dividends</b>	The Performance Rights do not entitle Mr Weel to receive dividends until the Performance Rights have vested.

**What happens if Resolution 4 is not passed?**

If Resolution 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.

**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 10.14.1 and 10.14.2. 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:

- (a) 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;
- (b) 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
- (c) 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.

## PWR HOLDINGS LIMITED | Explanatory Notes

DEFINED TERMS	MEANING
AEST	Australian Eastern Standard Time.
Annual General Meeting or AGM	the annual general meeting of Shareholders of the Company.
Annual Report	the 2024 Annual Report, available at: <a href="#">PWR 2024 Annual Report</a> or by typing the following into your browser: <a href="https://onlinereports.irmau.com/2024/PWH/128/">https://onlinereports.irmau.com/2024/PWH/128/</a>
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: a) a spouse or child of the member; or b) a child of the member's spouse; or c) a dependant of the member or the member's spouse; or d) 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 e) a company the member controls; or f) a person prescribed by the regulations for the purposes of this paragraph.
Corporations Act	the <i>Corporations Act 2001</i> (Cth).
Company, PWR or PWR Holdings Limited	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 <a href="http://www.pwr.com.au">www.pwr.com.au</a> .
Directors	the directors of the Company from time to time (each a Director).
EPS	Earnings Per Share.
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 Performance Rights Plan rules.
Performance Rights Plan	the Company's Performance Rights Plan.

DEFINED TERMS	MEANING
Plan	Performance Rights Plan.
Proxy Form	the form of proxy which accompanies this notice of meeting.
Remuneration Report	the section of the Directors' Report contained in the annual Financial Report of the Company for the year ended 30 June 2024 entitled 'Remuneration Report'.
Rules	Performance Rights Plan Rules, a summary of which is set out in Annexure One to this document.
Shareholder	a registered holder of shares in the Company.

## Schedule | Terms and Conditions of Performance Rights Plan

### Annexure One

Overview	
<b>Awards</b>	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, be paid in Shares, cash or a combination of cash and Shares based on the then Share price.
<b>Terms and Conditions including Variations</b>	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.
<b>Eligibility</b>	<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>
<b>Plan Limit</b>	The Company will not offer Performance Rights unless the offer complies with any issue cap applicable to the offer under Division 1A of Part 7.12 of the Corporations Act.
<b>Grant of Performance Rights</b>	<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"> <li>• 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);</li> <li>• the number of Performance Rights being offered;</li> <li>• any applicable Vesting Conditions;</li> <li>• the period or periods in which the Performance Rights can be exercised or vest;</li> <li>• the Expiry Date;</li> <li>• whether the offer is made under section 708 of the Corporations Act or Division 1A of Part 7.12 of the Corporations Act;</li> <li>• a copy of the Performance Rights Plan Rules, or instructions as to how a copy of the Rules may be obtained by the Employee;</li> <li>• instructions as to how the offer of Performance Rights can be accepted and the latest date for acceptance of the offer.</li> </ul>
<b>Number of Performance Rights</b>	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.
<b>Vesting</b>	<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>
<b>Vesting Period</b>	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).
<b>Lapse</b>	<p>The Performance Rights shall lapse upon the first to occur of:</p> <ul style="list-style-type: none"> <li>• the Expiry Date specified by the Board;</li> <li>• the Employee failing to meet the relevant Vesting Conditions within the prescribed period;</li> <li>• 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</li> </ul>

## 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"> <li>• 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.</li> </ul>
<b>Vesting Conditions</b>	<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 <b><i>Annexure Two</i></b>.</p>
<b>Rights of Participants</b>	<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>
<b>Assignment of Performance Rights</b>	<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>
<b>Administration</b>	<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>
<b>Termination and amendment</b>	<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 (or an entity controlled by him or of which he is a beneficiary) pursuant to Resolution 4

Vesting Conditions	<b>TSR assessment</b>	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.	
	<b>Targets</b>	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
	<b>Performance Measurement Period</b>	3 years	
	<b>Service Vesting Condition</b>	Continually employed and not having resigned during the Performance Period and up to and including the date of vesting.	
	<b>Earnings Per Share assessment</b>	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.	
	<b>Targets</b>	Compound annual growth rate of EPS <4%	Nil vesting
		Compound annual growth rate of EPS ≥4% to ≤ 10%	Pro rata vesting
	<b>Stretch Target</b>	Compound annual growth rate of EPS >10%	100% vesting
<b>Performance Measurement Period</b>	3 years		
<b>Service Vesting Condition</b>	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](http://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, 16 October 2024.**

# 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](http://www.investorcentre.com) under the help tab, "Printable Forms".

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://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: I9999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://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, 18 October 2024 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 as they see fit (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 Kristen Podagiel as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Jason Conroy 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



