



**G O W I N G   B R O S**

Investing Together For a Secure Future

GOWING BROS LIMITED

EST. 1868

ACN 000 010 471

SUITE 3 LEVEL 3

THE GOWINGS BUILDING

35-61 HARBOUR DRIVE

COFFS HARBOUR NSW 2450

TEL 61 2 9264 6321

FAX 61 2 9264 6240

[www.gowings.com](http://www.gowings.com)

25 October 2024

## **Extraordinary General Meeting 27 November 2024 Notice and Proxy**

If required, an Extraordinary General Meeting (the "Spill Meeting") of Gowing Bros Limited (the "Company") will be held in person at Suite 303, Level 3, The Gowings Building, 35-61 Harbour Drive, Coffs Harbour NSW 2450, on Wednesday, 27 November 2024, immediately following the close of the 2024 Annual General Meeting.

Following are the Gowing Bros Limited (ASX: GOW) Notice of 2024 Extraordinary General Meeting and Proxy Form.

**ENDS**

For further information, please contact:

Ian Morgan

Company Secretary



## GOWING BROS

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303/35-61 HARBOUR DRIVE

COFFS HARBOUR NSW 2450

TEL 61 2 9264 6321

FAX 61 2 9264 6240

<https://gowings.com/>

### NOTICE OF EXTRAORDINARY GENERAL MEETING ("SPILL MEETING")

Notice is hereby given that, if required, an Extraordinary General Meeting (the "Spill Meeting") of Gowing Bros Limited (the "Company") will be held in person at **Suite 303, Level 3, The Gowings Building, 35-61 Harbour Drive, Coffs Harbour NSW 2450**, on **Wednesday, 27 November 2024**, immediately following the close of the 2024 Annual General Meeting.

The Explanatory Memorandum that accompanies and forms part of this Notice of Meeting describes and explains in more detail the various matters set out below which are to be considered at the Meeting.

Shareholders should note that this Spill Meeting will **only** be held in the event that the spill resolution (being resolution 3 in the 2024 AGM notice of meeting entitled "Conditional Board Spill Resolution") is put to Shareholders and is passed by Shareholders at the 2024 Annual General Meeting to be held immediately preceding this Spill Meeting. If the Conditional Board Spill Resolution is not required to be put to Shareholders at the 2024 AGM or is put to Shareholders at the 2024 AGM but is not passed, this Spill Meeting will not be held.

This Notice of Meeting must be read in conjunction with the notice of meeting for the 2024 AGM, which provides further details on the Conditional Board Spill Resolution. Also see the Explanatory Memorandum below in relation to the background to this Spill Meeting.

The Company advises that the closing date for director nominations in respect of the Extraordinary General Meeting is 13 November 2024, being at least eleven clear days before the meeting.

### BUSINESS OF EXTRAORDINARY GENERAL MEETING

#### 1. Re-election of Directors

##### Resolution 1: Re-election of Mr Sean Clancy as a Director

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

*"That Mr Sean Clancy, being a Director of the Company who will cease to hold office as a Director immediately before the end of this Meeting in accordance with section 250V(1) of the Corporations Act, and being eligible and offering himself for re-election, be re-elected as a Director of the Company with effect from the end of the Meeting."*

##### Note:

This Resolution 1 will only be put to the Meeting if Mr Sean Clancy is re-elected as a Director of the Company at the 2024 AGM pursuant to resolution 2 of that meeting.

##### Resolution 2: Re-election of Mr James Davis as a Director

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

*"That Mr James Davis, being a Director of the Company who will cease to hold office as a Director immediately before the end of this Meeting in accordance with section 250V(1) of the Corporations*



*Act, and being eligible and offering himself for re-election, be re-elected as a Director of the Company with effect from the end of the Meeting."*

**Resolution 3: Re-election of Mr James Gowing as a Director**

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

*"That Mr James Gowing, being a Director of the Company who will cease to hold office as a Director immediately before the end of this Meeting in accordance with section 250V(1) of the Corporations Act, and being eligible and offering himself for re-election, be re-elected as a Director of the Company with effect from the end of the Meeting."*

**Resolution 4: Re-election of Mr John Parker as a Director**

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

*"That Mr John Parker, being a Director of the Company who will cease to hold office as a Director immediately before the end of this Meeting in accordance with section 250V(1) of the Corporations Act, and being eligible and offering himself for re-election, be re-elected as a Director of the Company with effect from the end of the Meeting."*

By order of the Board.

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Mr Ian Morgan

Company Secretary

21 October 2024

## **OTHER INFORMATION**

### **2. Expressly authorising the Chairman to exercise your proxy**

Unless stated otherwise in this Notice, if a Shareholder appoints the Chairman of the Meeting as the Shareholder's proxy (or if the Chairman is appointed by default) and does not specify how the Chairman is to vote on an item of business, you will be expressly authorising the Chairman to exercise your proxy as the Chairman sees fit in relation to that Resolution.

The Chairman intends to vote all available (including undirected) proxies in favour of Resolutions 1, 2, 3 and 4. In exceptional circumstances, the Chairman's intentions may change. If there is a change to how the Chairman intends to vote undirected proxies, the Company will make an immediate announcement to the ASX stating that fact and explaining the reasons for the change.

The appointment of one or more duly appointed proxies will not preclude a Shareholder from attending this meeting and voting personally. If the Shareholder votes on a Resolution, the proxy must not vote as the member's proxy on that Resolution.



### 3. How to vote

Each of the Resolutions set out in this Notice of Meeting will be decided by a poll in accordance with the Constitution and section 250JA of the Corporations Act.

Every member present in person or by proxy or attorney or other duly authorised representative shall have one vote for every Share held by that member.

Shareholders entitled to vote at the Meeting may vote by either:

- (a) attending the Meeting and voting in person; or
- (b) appointing a proxy, attorney or, if you are a body corporate, a duly appointed corporate representative to attend and vote at the Meeting on your behalf (in the manner described below).

If Shareholders are unable to attend the Meeting in person, they are encouraged to appoint a proxy to attend in person and vote on their behalf in accordance with the instructions contained in this Notice of Meeting. The appointment of one or more duly appointed proxies will not preclude a Shareholder from attending the Meeting and voting personally. If the member votes on a Resolution, the proxy must not vote as the member's proxy on that Resolution.

#### Voting in person (or by attorney)

To allow us to arrange seating and catering, persons proposing to attend the Meeting in person are requested to contact the Company by email at [info@gowings.com](mailto:info@gowings.com), at least 5 business days prior to the Meeting, so that appropriate arrangements can be made.

Shareholders and their duly appointed proxies, corporate representatives and attorneys who plan to attend the Meeting in person are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, if possible, so that their holding may be checked against the Company's Share register and their attendance recorded. In the case of persons attending the Meeting as an attorney of a Shareholder, the original power of attorney appointing the person as the Shareholder's attorney (or a certified copy of the power of attorney) must be received by the Company in the same manner and by the same time outlined for Proxy Forms below.

If your Shares are held jointly, please note that if you and another joint holder both wish to vote at the Meeting, only the vote of the holder named first in the register will be accepted, to the exclusion of the other holder(s).

#### Voting by a corporation

A body corporate that is a Shareholder, or that has been appointed as a proxy, must appoint an individual to act as its representative at the Meeting. If you are a body corporate, you can appoint a corporate representative to attend and vote at the Meeting on your behalf.

The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed, unless it has been previously provided to the Company's Share Registry.



#### Instructions on voting by proxy

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint not more than two (2) proxies. When more than one (1) proxy is appointed, each proxy must be appointed to represent a specified proportion or specified number of the Shareholder's voting rights. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half the votes. Fractions of votes will be disregarded. A proxy need not be a Shareholder and may be an individual or a corporation.

A proxy that is a corporation must appoint an individual as a representative and comply with the requirements set out above under the heading 'Voting by a corporation'.

If you appoint a proxy, the Company encourages you to consider directing your proxy how to vote by marking the appropriate box on the Proxy Form for each of the proposed Resolutions (or, if the proxy is appointed online, by completing the proxy appointment in accordance with the instructions on the website). If your proxy chooses to vote, he/she must vote in accordance with your directions. If you have directed your proxy to vote, and they fail to attend the Meeting or they choose not to vote, then, on a poll, the Chairman of the Meeting will vote your proxies as directed by you.

If you do not want the Chairman of the Meeting to vote as your proxy, you need to direct your proxy to vote accordingly, or abstain from voting on the relevant Resolution, by marking the appropriate box on the Proxy Form. If the abstention box for any item of business is marked, the proxy will be directed not to vote on a poll and the relevant Shares will not be counted in calculating the required majority on the poll for the Resolution in respect of that item of business.

The Proxy Form (and any power of attorney or other authority under which it is signed) must be received at the Company's Share Registry not less than 46 hours before the appointed time of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

The Proxy Form must be signed by the Shareholder or the Shareholder's attorney or, if the Shareholder is a corporation, in a manner permitted by the Corporations Act. A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation. Where two or more persons are registered as a Shareholder, each person must sign.

#### **4. Questions**

Shareholders and the duly appointed proxies, attorneys and corporate representatives of Shareholders attending the meeting in person will be given a reasonable opportunity to ask questions about any of the Resolutions being considered at the Meeting.

Shareholders who are unable to attend the EGM in person or who may prefer to register questions or comments in advance of the EGM are invited to do so by submitting the question in writing, no later than five (5) business days prior to the Meeting, by email to [info@gowings.com](mailto:info@gowings.com).

#### **5. Entitlement to vote**

In accordance with section 1074E(2)(g)(i) of the Corporations Act, regulation 7.11.37 of the Corporations Regulations and ASX Settlement Operating Rule 5.6.1, the Directors have set End of Day on Monday, 25 November 2024 as the time and date to determine holders of the Company's Shares for the purposes of the Meeting. You will be eligible to vote at the Meeting (or at any adjourned meeting) if you are registered as a holder of Shares at that time.



Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

## 6. Proxies may be lodged using any of the following methods

- (a) Returning a completed Proxy Form by post to Computershare Investor Services, GPO Box 242, Melbourne, Victoria, 3001;
- (b) Faxing a completed Proxy Form to 1800 783 447 (within Australia) +61 3 9473 2555 (outside Australia);
- (c) Lodge the Proxy Form online at <https://www.investorvote.com.au> following the instructions:
  - (i) Login to the Computershare website using the holding details as shown on the Proxy Form; and
  - (ii) To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) and control number as shown on the front of the Proxy Form; or
- (d) For intermediary online subscribers only (custodians), submit your Proxy Form via <https://www.intermediaryonline.com>

To be effective, your proxy appointment (and any power of attorney or other authority under which it is signed) must be received by the Share Registry no later than 46 hours before the appointed time of the Meeting.

## EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Meeting. This Explanatory Memorandum forms part of this Notice and should be read in conjunction with it. The Directors recommend that Shareholders read this Explanatory Memorandum (and the notice of meeting for the 2024 AGM) in full before making any decision regarding the matters set forth in the Notice.

Capitalised terms used in this Explanatory Memorandum are defined in the Glossary appearing at the end of this Explanatory Memorandum unless otherwise defined in the Explanatory Memorandum or Notice.

## 7. Explanation of Item 1

### Background

If 25% or more of the votes validly cast by shareholders on the adoption of a company's remuneration report are against the adoption of the relevant report at two consecutive annual general meetings, then section 250V(1) of the Corporations Act requires that the shareholders must be given an opportunity to vote on a resolution (the "spill resolution") that:

- another meeting (the "spill meeting") of the company's members be held within 90 days;
- all of the company's directors who:
  - were in office when the resolution to make the directors' report considered at the later annual general meeting was passed; and



- are not a managing director, who may, in accordance with the ASX Listing Rules, continue to hold office indefinitely without being re-elected to the office, cease to hold office immediately before the end of the spill meeting; and
- resolutions to appoint persons to offices that will be vacated immediately before the end of the spill meeting be put to the vote at the spill meeting.

This resolution must be put to the shareholders at the second of the two annual general meetings referred to above. This is known as the "Two Strikes Rule".

At the Company's 2023 Annual General Meeting, at least 25% of votes cast were against the adoption of the remuneration report for the 2023 financial year. If 25% or more of the votes validly cast are against the adoption of the Remuneration Report at the 2024 Annual General Meeting, the Company will be required to put the following Conditional Board Spill Resolution (being resolution 3 in the 2024 AGM notice of meeting) to a vote at the 2024 AGM:

*"That, subject to and conditional on at least 25% of the votes validly cast on Resolution 1 being cast against the adoption of the Remuneration Report:*

- (a) an extraordinary general meeting of the Company (the Spill Meeting) be held within 90 days of the passing of this Resolution;*
- (b) all of the Directors who were in office when the resolution to approve the Directors' Report was passed (other than a managing director of the Company who may, in accordance with the ASX Listing Rules, continue to hold office indefinitely without being re-elected to the office) and who remain in office at the time of the Spill Meeting cease to hold office immediately before the end of the Spill Meeting; and*
- (c) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote of Shareholders at the Spill Meeting."*

If the Conditional Board Spill Resolution is passed as an ordinary resolution, section 250V(1)(a) of the Corporations Act requires the Company to hold the Spill Meeting within 90 days.

The Company intends to hold the Spill Meeting, if necessary, immediately following the close of the 2024 Annual General Meeting on **Wednesday, 27 November 2024**. This Notice constitutes notice of the Spill Meeting, which is conditional on the Conditional Board Spill Resolution being put to the 2024 Annual General Meeting and being passed. If the Conditional Board Spill Resolution is not required to be put to the 2024 Annual General Meeting or is not passed, this Spill Meeting will **not proceed** and the Resolutions proposed will be withdrawn.

#### Spill Meeting (if required)

If the Spill Meeting proceeds, all of the Company's Directors who held office when the resolution to make the Directors' Report was passed, other than the Executive Chairman and Managing Director, will cease to hold office immediately before the end of the Spill Meeting (this being Mr. Sean Clancy<sup>1</sup>, Mr. James Davis, Mr. James Gowing and Mr. John Parker). Resolutions to appoint individuals to the offices that will be vacated immediately before the end of the Spill Meeting will then be put to the vote at the Spill Meeting. Each of the aforementioned Directors (ie, Mr. Sean

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<sup>1</sup> Assuming Mr Sean Clancy is re-elected as a Director of the Company at the 2024 AGM pursuant to resolution 2 of that meeting.





Clancy, Mr. James Davis, Mr. James Gowing and Mr. John Parker) has nominated for re-election at the Spill Meeting.

The Company must have at least three Directors on its Board. In the event that the Company has fewer than three Directors on its Board at the closing of the Spill Meeting, nominee Directors who have given their written consent to act as a Director will be appointed to the Board in the order of the highest percentage of votes in favour of their appointment. The number of Directors appointed under this process will be the number required to bring the total number of Directors to three. In the event that there is an equality of votes in favour of the appointment of two or more nominee Directors, the Directors already appointed to the Board can choose the relevant appointment.

For the purpose of determining the length of time in office for future retirements by rotation, each current Director who is re-elected at the Spill Meeting is considered to have been in office from the time of their previous election (i.e. their term of office runs as if their removal and re-appointment at the Spill Meeting had not happened).

Please see the notice of meeting for the 2024 AGM for further information regarding the Conditional Board Spill Resolution and the Spill Meeting.

**There is no voting exclusion applicable to the Resolutions to be put to the Spill Meeting.**

**Re-election of Directors**

**Resolution 1: Re-election of Mr Sean Clancy as a Director**

Mr Sean Clancy, being a Director of the Company who will cease to hold office as a Director immediately before the end of the Spill Meeting (assuming Mr Sean Clancy is re-elected as a Director of the Company at the 2024 AGM pursuant to resolution 2 of that meeting), and being eligible, offers himself for re-election as a Director of the Company.

Details of Mr Clancy's qualifications and experience are contained in the Annual Report.

**Resolution 2: Re-election of Mr James Davis as a Director**

Mr James Davis, being a Director of the Company who will cease to hold office as a Director immediately before the end of the Spill Meeting, and being eligible, offers himself for re-election as a Director of the Company.

Details of Mr Davis' qualifications and experience are contained in the Annual Report.

**Resolution 3: Re-election of Mr James Gowing as a Director**

Mr James Gowing, being a Director of the Company who will cease to hold office as a Director immediately before the end of the Spill Meeting, and being eligible, offers himself for re-election as a Director of the Company.

Details of Mr James Gowing's qualifications and experience are contained in the Annual Report.

**Resolution 4: Re-election of Mr John Parker as a Director**

Mr John Parker, being a Director of the Company who will cease to hold office as a Director immediately before the end of the Spill Meeting, and being eligible, offers himself for re-election as a Director of the Company.

Details of Mr Parker's qualifications and experience are contained in the Annual Report.

**Resolutions 1-4 inclusive generally**





Each of the above Resolutions are ordinary resolutions, and each will be passed if more than 50% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or in the case of a corporate Shareholder, by corporate representative) are cast in favour of the Resolution.

Directors' recommendations

The Directors note that the Federal Government's stated intention of the "Two Strikes Rule" was to empower shareholders to constrain remuneration arrangements that were clearly excessive. The Directors do not consider this to be the case for the Company.

A vote against the re-election of your Directors will result in costs and distractions to the Company.

Accordingly:

- (a) The Directors (with Mr Clancy abstaining) recommend that the Shareholders vote in favour of Resolution 1.
- (b) The Directors (with Mr Davis abstaining) recommend that the Shareholders vote in favour of Resolution 2.
- (c) The Directors (with Mr James Gowing abstaining) recommend that the Shareholders vote in favour of Resolution 3.
- (d) The Directors (with Mr Parker abstaining) recommend that the Shareholders vote in favour of Resolution 4.

The Chairman of the meeting intends to vote all available (including undirected) proxies in favour of Resolutions 1, 2, 3 and 4.



## GLOSSARY

**2023 Annual General Meeting** means the Company's 2023 annual general meeting held 1 December 2023.

**2024 Annual General Meeting** or **2024 AGM** means the annual general meeting of the Company to commence at **10 am (AEDT)** on **Wednesday, 27 November 2024**.

**AEDT** means Australian eastern daylight time.

**Annual Report** means the annual report of the Company for the year ended 31 July 2024.

**ASX** means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

**ASX Listing Rules** means the official listing rules of ASX.

**Board** means the board of Directors.

**Chairman** means the person appointed in accordance with the Constitution, or elected by Shareholders, to chair the Meeting.

**Company** means Gowing Bros Limited ACN 000 010 471.

**Conditional Board Spill Resolution** means resolution 3 in the notice of meeting for the 2024 Annual General Meeting.

**Constitution** means the Memorandum and Articles of Association.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Corporations Regulations** means the *Corporations Regulations 2001* (Cth).

**Directors** means the directors of the Company and **Director** means any one of them.

**Directors' Report** means the report of the Directors for the year ended 31 July 2024, as contained in the Annual Report.

**End of Day** means on any Trading Day, 7.00pm Sydney time or such other time as ASX Settlement may from time to time determine.

**Executive Chairman** means John Gowing.

**Explanatory Memorandum** means the explanatory memorandum accompanying this Notice.

**Extraordinary General Meeting** or **EGM** means the extraordinary general meeting of the Company to commence immediately following the closure of the Company's 2024 Annual General Meeting and notified to the Shareholders by the Notice.

**Glossary** means this glossary.

**Managing Director** means John Gowing.

**Meeting** or **Spill Meeting** or **meeting** means the Extraordinary General Meeting convened by the Notice.

**Memorandum and Articles of Association** means the Company's memorandum and articles of association dated 24 October 1974, as amended from time to time.

**Notice** or **Notice of Meeting** means this notice of Extraordinary General Meeting.

**Remuneration Report** means the remuneration report of the Company for the year ended 31 July 2024, as contained in the 2024 Annual Report.

**Resolution** means a resolution contained in the Notice.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a member of the Company.

**Share Registry** means Computershare Investor Services Pty Limited of 6 Hope Street, Ermington NSW 2115.



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Investing Together For a Secure Future

**Trading Day** means a day determined by the ASX to be a trading day, notified to market participants, and otherwise as defined by the ASX Listing Rules.

GOW

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Need assistance?

**Phone:**

1300 855 080 (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 **12:00pm (AEDT)** Monday, 25 November 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/au](http://www.investorcentre.com/au) and select "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: I999999999****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.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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 Gowing Bros 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 Extraordinary General Meeting of Gowing Bros Limited to be held at Suite 303, Level 3, The Gowings Building, 35-61 Harbour Drive, Coffs Harbour NSW 2450 on Wednesday, 27 November 2024 immediately following the close of the 2024 Annual General Meeting and at any adjournment or postponement of that meeting.

**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	Re-election of Mr Sean Clancy as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr James Davis as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Mr James Gowing as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Re-election of Mr John Parker as a Director	<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

