



ASX Announcement (ASX : PWH)

25 September 2020

PWR 2020 Notice of Annual General Meeting

The 2020 Annual General Meeting (AGM) for PWR Holdings Limited will be held on Friday, 30 October 2020 at 11.00am (Brisbane Time).

The AGM will be held virtually. There will be no physical meeting for shareholders to attend.

Please refer to the attached Invitation to and Notice of Annual General Meeting dispatched to Shareholders today and <https://www.pwr.com.au/asx-media-announcements> for information on how to participate in the online meeting.

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

Stuart Smith
Chief Financial Officer
m : 0419 388 888
e : stuarts@pwr.com.au

**Invitation to
and
Notice of
2020 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:	11:00 am (Brisbane Time)
--------------	--------------------------

DATE:	Friday, 30 th October 2020
--------------	---------------------------------------

WHERE:	Virtual meeting held through Lumi AGM Online Platform
---------------	--

If you are unable to attend the Virtual Meeting, we encourage you to complete and return the enclosed Proxy Form by no later than **11:00 am (Brisbane Time) on Wednesday, 28th October 2020**.

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 Defined Terms 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.

PWR HOLDINGS LIMITED | NOTICE OF 2020 ANNUAL GENERAL MEETING

11:00 AM (BRISBANE TIME)
FRIDAY, 30TH OCTOBER 2020

INVITATION

Dear Shareholder,

PWR Holdings Limited's (PWR) Annual General Meeting (AGM) will be held at **11:00 am (Brisbane time) on Friday 30th October 2020**.

Having regard to the continuing developments in relation to coronavirus (COVID-19) we are making changes to our approach this year as the health and safety of our Shareholders and employees is of paramount importance. In light of continuing restrictions on large gatherings, it is not feasible or advisable for Shareholders to physically attend this year's AGM, so **the meeting will be held as a virtual meeting only**.

Consequently, the AGM will be made accessible to Shareholders via an online platform which will also allow you to watch and listen to the meeting, but also includes the facility for Shareholders to ask questions in relation to the business of the meeting and to vote in real time at the meeting. These processes are set out in this Notice of Meeting.

The Directors of PWR encourage Shareholders to participate in the meeting via the online platform. Whilst shareholders will be able to vote online during the meeting, shareholders are encouraged to lodge a proxy ahead of the meeting, even if they are participating online. However, if you do actually attend the meeting via the online platform, you will be taken to be present at the meeting and will have to vote through that platform even though you have appointed a proxy.

If you are unable to attend, please lodge your proxy online at www.investorvote.com.au or otherwise in accordance with the instructions in the Notice of Meeting.

As always, we invite Shareholders to submit questions in advance of the meeting. Questions may be submitted by completing an online Shareholder question form on PWR's website at <https://www.pwr.com.au/asx-media-announcements> or submitting an online question when voting online at www.investorvote.com.au

This Notice of Meeting (which includes the following agenda, eligibility to vote and explanatory notes) details the formal business to be dealt with at the AGM.

Briefly, this will be to:

1. receive and consider the Financial Report, Directors' Report and Auditor's Report of the Company for the financial year ended 30 June 2020;
2. adopt the 2020 Remuneration Report; and
3. re-elect Teresa Handicott as a director.

How to participate in the AGM online platform

Shareholders can participate in the AGM and watch the webcast online using one of the following methods:

1. from your computer, by entering the URL in your browser: <https://web.lumiagm.com/355385029>, or
2. from your mobile device by entering the URL in your browser: <https://web.lumiagm.com/355385029>

The online platform will allow Shareholders to view the meeting, vote and ask questions in real-time.

How to watch the webcast

The meeting will be webcast live from <https://web.lumiagm.com/355385029>.

If you are planning to watch the webcast, we encourage you to submit a proxy and any questions ahead of the meeting.

How to submit your vote in advance of the meeting

Proxy votes must be received by **11:00 am (Brisbane Time) on Wednesday 28th October 2020** to be valid for the meeting.

Instructions on how to appoint a proxy are on the online voting website, www.investorvote.com.au

Your proxy may be appointed in a variety of ways described on page 4 of the Notice of Meeting under 'Proxies'.

Please review the PWR website <https://www.pwr.com.au/investors> for the following documents:

- a link from the Investor Information page to our share registry to register your e-mail address in order to receive all Shareholder information electronically and to obtain standard Shareholder forms, including a direct dividend advice, a change of address advice and a request to consolidate holdings
- the PWR 2020 Annual Report, PWR's Corporate Governance Statement and Notice of Meeting 2020
- Copies of news releases and financial presentations.

With Government guidance continually being updated, PWR is closely monitoring the developments relating to COVID-19. Shareholders are encouraged to check PWR's website at www.pwr.com.au/Investors and the ASX for updates in relation to the AGM.

We look forward to engaging with Shareholders in this new way, and I hope that you will participate in the meeting online.

Yours sincerely



Teresa Handicott
Chairman
23 September 2020

PWR HOLDINGS LIMITED | NOTICE OF 2020 ANNUAL GENERAL MEETING

11:00 AM (BRISBANE TIME)
FRIDAY, 30TH OCTOBER 2020

ORDINARY BUSINESS

FINANCIAL AND OTHER REPORTS

To receive and consider the Company's 2020 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 2020.

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 2020 be adopted."

NOTE: THIS RESOLUTION IS:

- ADVISORY ONLY AND DOES NOT BIND THE DIRECTORS OR THE COMPANY; AND
- SUBJECT TO VOTING EXCLUSIONS AS SET OUT BELOW.

RESOLUTION 2

RE-ELECTION OF TERESA HANDICOTT AS A DIRECTOR

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

"That Teresa Handicott, who retires in accordance with Rule 11.7(b) of the Constitution and being eligible, be re-elected as a Director of the Company".

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
23 SEPTEMBER 2020

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

VOTING NOTES

VOTING EXCLUSION STATEMENT

In accordance with the Listing Rules and the Corporations Act, the Company will disregard any votes cast on each resolution (as applicable) by certain persons identified as being excluded from voting on that resolution.

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

However, the Company will not disregard a vote cast if it is cast:

- By a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- By the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with an express authority in the proxy form to vote as the proxy decides, even if the resolution is connected directly or indirectly with the remuneration of Key Management Personnel.

PLEASE REFER TO THE 'IMPORTANT INFORMATION ON APPOINTING A PROXY FOR RESOLUTION 1 FOR IMPORTANT INFORMATION IF YOU ARE APPOINTING A PROXY FOR THIS ITEM.

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 28th October 2020**.

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

HOW TO PARTICIPATE AND VOTE AT THE MEETING ONLINE

Shareholders can submit questions in relation to the business of the meeting, and vote on the resolutions in real time during the meeting via the Lumi AGM Online Platform

Shareholders participating in the meeting using the Lumi AGM Online Platform will be able to vote between the commencement of the meeting and the closure of voting as announced by the Chairman during the meeting.

By participating in the meeting online you will be able to:

- hear and view meeting slides;
- submit questions at the appropriate time whilst the meeting is in progress; and
- vote during the meeting.

Instructions on how to log on and how to ask questions during the meeting are outlined below and available on PWR's website at <https://www.pwr.com.au/asx-media-announcements>

PWR HOLDINGS LIMITED | NOTICE OF 2020 ANNUAL GENERAL MEETING

11:00 AM (BRISBANE TIME)

FRIDAY, 30TH OCTOBER 2020

Please note, only Shareholders may ask questions online and only once they have been verified. It may not be possible to respond to all questions raised during the meeting. Shareholders are therefore encouraged to lodge questions prior to the AGM, as outlined on page 5.

If you choose to participate in the meeting online, registration will open at **10:00 am (Brisbane time) on Friday, 30th October 2020**.

To participate in the PWR Holdings Limited meeting online, you can log in to the meeting in the following ways:

1. from your computer, by entering the URL in your browser <https://web.lumiagm.com/355385029>; or
2. from your mobile device by entering the URL in your browser <https://web.lumiagm.com/355385029>.

Once you have selected one of the options above, Shareholders will need the following information to participate in the AGM in real-time:

1. The meeting ID for the PWR Holdings Limited AGM, which is: 355-385-029;
2. Your username, which is your SRN/HIN; and
3. Your password, which is the postcode registered to your holding if you are an Australian Shareholder. Overseas Shareholders should refer to the Online Meeting Guide (link below) for their password details.

Further information regarding participating in the AGM online, including browser requirements, is detailed in the AGM Online Meeting Guide available on PWR's website:

<https://www.pwr.com.au/asx-media-announcements>

POLL

All resolutions will be by poll.

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

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

TECHNICAL DIFFICULTIES

Technical difficulties may arise during the course of the AGM. The Chairman has discretion as to whether and how the meeting should proceed in the event that a technical difficulty arises. In exercising her discretion, the Chairman will have regard to the number of Shareholders impacted and the extent to which participation in the business of the meeting is affected.

Where she considers it appropriate, the Chairman may continue to hold the meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, shareholders are encouraged to lodge a proxy by **11:00 am (Brisbane Time) on Wednesday 28th October 2020** even if you plan to attend online. However, if you do actually attend the meeting via the Lumi AGM online platform, you will be taken to be present at the meeting and will have to vote through that platform even though you have appointed a proxy.

VOTING BY PROXY

If you wish to vote by proxy, your proxy form must be received by the Company no later than **11:00 am (Brisbane time) on**

Wednesday, 28th October 2020. Any proxy form received after that time will not be valid for the scheduled Meeting. Proxy forms can be lodged by:

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

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

- Faxing it to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).
- Intermediary Online subscribers (Institutions /Custodians) may lodge their proxy instruction online by visiting www.intermediaryonline.com

APPOINTMENT OF PROXIES

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

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

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

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

Shareholders are encouraged to notify an appointed proxy of their appointment to enable them to participate in the meeting online and to exercise your voting instructions. Appointed proxies will need to contact PWR's share registry, Computershare Investor Services to obtain a username and password to vote online. Further details are available in the online meeting guide available at <https://www.pwr.com.au/asx-media-announcements>

PWR HOLDINGS LIMITED | NOTICE OF 2020 ANNUAL GENERAL MEETING

11:00 AM (BRISBANE TIME)
FRIDAY, 30TH OCTOBER 2020

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 Chair 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 Chair of the meeting, who is required to vote proxies as directed.

Proxy forms must be lodged by **11:00 am (Brisbane Time) on Wednesday, 28th October 2020.**

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

Important Information on appointing a Proxy for Resolution 1

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

To ensure that your votes are counted, you are encouraged to direct your proxy as to how to vote on resolution 1, by indicating your preference by completing any of the 'For', 'Against' or 'Abstain' boxes on the proxy form.

The Chair of the Meeting intends to vote all undirected proxies in favour of resolution 1.

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

CORPORATE REPRESENTATIVES

Any:

- a) corporate Shareholder; or
- b) corporate proxy appointed by a Shareholder, that has appointed an individual to act as its corporate representative at the AGM should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company or its share registry, Computershare, in advance of the AGM or handed in at the AGM when registering as a corporate representative. An Appointment of Corporate Representative form is available by contacting the Company's share registry:

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

QUESTIONS ON HOW TO CAST YOUR VOTES

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

Computershare Investor Services Pty Limited
Phone: 1300 850 505 (within Australia)
Phone: +61 3 9473 2555 (outside Australia)

Fax: 1800 783 447 (within Australia)

QUESTIONS FROM SHAREHOLDERS

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

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

Written questions may be submitted by Shareholders in advance of the meeting, including questions for the company's auditor KPMG

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

1. by completing an online Shareholder question form on PWR's website at <https://www.pwr.com.au/asx-media-announcements>
2. submitting an online question when voting prior to the meeting at www.investorvote.com.au

Please submit questions by no later than **5:00pm Friday, 23rd October 2020.**

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, 30th October 2020 at 11:00 am (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 7 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 2020 were released to ASX Limited on 21 August 2020. You can access a copy of the Annual Report at: www.pwr.com.au/Investors/Reports

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 in the Directors' Report and set out on pages 14-28 of the Annual Report for the period ended 30 June 2020.

The 2020 Annual Report is available on the Company's website : www.pwr.com.au/Investor/Reports

The Remuneration Report:

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

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

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

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

Directors' recommendation:

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

Resolution 2 | Re-election of Teresa Handicott as a Director

Rule 11.7(b) of the Constitution requires the Company to hold an election of directors whenever required by the Corporations Act or the Listing Rules. The Listing Rules require the Company to hold an election of directors at each annual general meeting. Being eligible, Teresa Handicott offers herself for re-election by Shareholders.

The experience, qualifications and other details in relation to Teresa Handicott are set out below.

Teresa Handicott <i>Chairman, Independent Non-Executive Director</i> <i>Appointed 1 October 2015</i> <i>Chairman Nomination and Remuneration Committee</i> <i>Member, Audit and Risk Committee</i>	Teresa is a former corporate lawyer, with over 30 years' experience in mergers and acquisitions, capital markets and corporate governance. She was a partner of national law firm Corrs Chambers Westgarth for 22 years, serving as a member of its National Board for seven years including four years as National Chairman. Teresa is a director of ASX listed company Downer EDI Limited and of Peak Services Holdings Pty Ltd, a subsidiary of The Local Government Association of Queensland (LGAQ), which is responsible for the LGAQ's commercial operations. Teresa is a Divisional Councillor of the Queensland Division of the Australian Institute of Company Directors (AICD) and a member of the AICD's National Law Committee. She is a Member of Chief Executive Women (CEW), is a Senior Fellow of Finsia and a Fellow of the AICD.
Current directorships of listed entities	Downer EDI Limited
Directorships of listed entities over last 3 years	Nil
Bankruptcy and Criminal Records Searches	Nil to Report

Directors' recommendation:

The Directors, with Teresa Handicott abstaining, recommend that you vote in favour of this ordinary resolution to re-elect Teresa Handicott as a Director.

Explanatory Notes

GLOSSARY

Defined Terms	Meaning
Auditor	KPMG
Annual General Meeting or AGM	the annual general meeting of Shareholders of the Company.
ASX	ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).
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: <i>a)</i> a spouse or child of the member; or <i>b)</i> a child of the member's spouse; or <i>c)</i> a dependant of the member or the member's spouse; or <i>d)</i> 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 <i>e)</i> a company the member controls; or <i>f)</i> a person prescribed by the regulations for the purposes of this paragraph.
Corporations Act	the Corporations Act 2001 (Cth).
Company	PWR Holdings Limited ACN 105 326 850.
Constitution	the constitution of the Company, as amended from time to time, a copy of which is available on the Company's website www.pwr.com.au
Directors	the directors of the Company from time to time (each a Director)
Group	PWR Holdings Limited and its wholly owned subsidiaries.
Key Management Personnel	(as defined in the Corporations Act) those persons having authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, including any director (whether executive or otherwise) of the Group.
Listing Rules	the Listing Rules of the ASX.
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.
Remuneration Report	the section of the Directors' Report contained in the annual Financial Report of the Company for the year ended 30 June 2020 entitled 'Remuneration Report'.
Shareholder	a registered holder of shares in the Company.



PWR Holdings Limited
ABN 85 105 326 850

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



Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by 11.00am (Brisbane Time) Wednesday, 28 October 2020.

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

Lodge your Proxy Form: XX

Online:

Use your computer or smartphone to appoint your proxy and vote at www.investorvote.com.au or scan your personalised QR code below using your smartphone.

Your secure access information is



Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

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



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

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

☐ Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of PWR Holdings Limited hereby appoint

☐ the Chairman
of the Meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of PWR Holdings Limited to be held virtually at <https://web.lumiagm.com/355385029> on Friday, 30 October 2020 at 11.00am (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 Item 1 (except where I/we have indicated a different voting intention below) even though Item 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Step 2 Items of Business

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

	For	Against	Abstain
1. Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-Election of Teresa Handicott 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

Securityholder 2

Securityholder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

PWH

2 6 5 8 7 6 A



Computershare

