



ENGINEERING THE UNFAIR ADVANTAGE

22 February 2019

ASX Market Announcements  
Australian Securities Exchange  
20 Bridge Street  
Sydney NSW 2000

Dear Sir/ Madam

**PWR Holdings Limited (ASX: PWH) | Extraordinary General Meeting**

The Board of PWR Holdings Limited has called an Extraordinary General Meeting (EGM) of Members to be held on Thursday, 28 March 2019 at 10am (Brisbane time) at the offices of Clayton Utz, Level 28, Riparian Plaza, 71 Eagle Street Brisbane, Qld, 4000.

The EGM has been called to seek Member approval for the purposes of the Corporations Act to allow CEO and Managing Director, Mr Kees Weel, to restructure his personal Share holdings by transferring 10,000,000 PWH Shares from KPW Property Holdings (a company jointly controlled by Kees Weel and his son, Mr Paul Weel), to Wagon Weel (a company solely controlled by Kees Weel).

The Notice of Meeting and Explanatory Notes (**attached**) have been dispatched to Members today.

Yours faithfully

A handwritten signature in blue ink that reads 'Lisa Dalton'.

*Lisa Dalton*  
Company Secretary

# Notice of 2019 Extraordinary General Meeting and Explanatory Notes



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

<b>TIME</b>	10.00 am (Brisbane Time)
<b>DATE</b>	Thursday, 28 March 2019
<b>WHERE</b>	Clayton Utz Brisbane Level 28, Riparian Plaza 71 Eagle Street Brisbane QLD 4000

If you are unable to attend the Meeting, we encourage you to complete and return the enclosed Proxy Form by no later than 10.00 am (Brisbane time) on Tuesday, 26 March 2019.

Information to assist Shareholders to complete the Proxy Form and details of where to send the completed Proxy Form can be found on page 2 of the Notice under the heading "Appointment of Proxies".

The accompanying Explanatory Notes which start on page 4 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 Resolution.

# NOTICE OF 2019 EXTRAORDINARY GENERAL MEETING

10.00 AM (BRISBANE TIME)

THURSDAY, 28 MARCH 2019

## BUSINESS

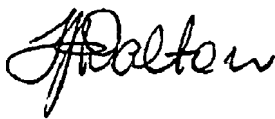
### RESOLUTION 1

APPROVAL OF SHARE ACQUISITION UNDER SECTION 611 (ITEM 7) OF THE CORPORATIONS ACT 2001

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

*"That for the purposes of section 611 (item 7) of the Corporations Act 2001 and for all other purposes, approval is given for Wagon Weel to acquire 10,000,000 Shares from KPW Property Holdings (both companies controlled by Mr Kees Weel) on the terms and conditions set out in the Explanatory Notes."*

BY ORDER OF THE BOARD



LISA DALTON  
COMPANY SECRETARY  
21 FEBRUARY 2019

**AN EXPLANATORY NOTE ACCOMPANIES AND FORMS PART OF THIS NOTICE OF MEETING. SHAREHOLDERS SHOULD READ THESE DOCUMENTS IN FULL.**

## VOTING NOTES

### VOTING EXCLUSION STATEMENT

In accordance with the Corporations Act, the Company will disregard any votes cast in favour of this resolution by or on behalf of:

- (a) KPW Property Holdings or Wagon Weel; or
- (b) any Associate of either KPW Property Holdings or Wagon Weel.

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

- o By a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- o 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.

### ENTITLEMENT TO ATTEND AND VOTE AT MEETING

For the purpose of the EGM and voting at the EGM, the Board has determined that a person's entitlement to vote at the Extraordinary General Meeting will be determined as those persons who are registered holders of Shares as at **7.00 pm (Sydney time) on Tuesday, 26 March 2019.**

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 VOTE

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

- To vote in person you must attend the Meeting to be held at **10.00 am (Brisbane time) on Thursday, 28 March 2019** at the offices of Clayton Utz Brisbane, Level 28 Riparian Plaza, 71 Eagle St, Brisbane, QLD 4000.

- If you wish to vote by proxy, your proxy form must be received by the Company no later than **10.00 am (Brisbane time) on Tuesday, 26 March 2019.** Any proxy form received after that time will not be valid for the scheduled Meeting. Proxy forms can be lodged by:

Posting it to GPO Box 242, Melbourne VIC 3001 Australia.

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.

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](http://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 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.

Proxy forms must be lodged by **10.00 am (Brisbane time) on Tuesday, 26 March 2019.**

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 Resolution 1.

### 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 EGM 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.

## NOTICE OF 2019 EXTRAORDINARY GENERAL MEETING

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10.00 AM (BRISBANE TIME)

THURSDAY, 28 MARCH 2019

The authority may be sent to the Company or its share registry, Computershare, in advance of the EGM or handed in at the EGM 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).

# Explanatory Notes

These Explanatory Notes are provided to Shareholders of the Company to explain the Resolution to be put to Shareholders at the Extraordinary General Meeting to be held at the offices of Clayton Utz Brisbane, Level 28 Riparian Plaza, 71 Eagle St, Brisbane, QLD 4000 on **Thursday, 28 March 2019 at 10.00 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 6 of this document.

## INFORMATION RELATING TO THE RESOLUTION

### **Resolution 1 | APPROVAL OF SHARE ACQUISITION UNDER SECTION 611 (ITEM 7) OF THE CORPORATIONS ACT 2001**

#### Background

Resolution 1 seeks Shareholder approval for the purposes of the Corporations Act<sup>1</sup> to allow CEO and Managing Director, Mr Kees Weel, to restructure his personal Share holdings by transferring 10,000,000 Shares from KPW Property Holdings (a company jointly controlled by Kees Weel and his son, Mr Paul Weel), to Wagon Weel (a company solely controlled by Kees Weel) (**the Weel Internal Restructure**).

KPW Property Holdings is currently the registered holder of 34,368,500 Shares, representing 34.37% of the issued Shares in the Company.

Each of KPW Property Holdings, Kees Weel and Paul Weel have voting power of 34.37% in the Company, as they each have relevant interests in the Shares held by KPW Property Holdings.

The Weel Internal Restructure will result in:

- Wagon Weel acquiring a relevant interest in 10,000,000 Shares; and
- KPW Property Holdings and Paul Weel ceasing to have a relevant interest in those 10,000,000 Shares, but retaining a relevant interest in the remaining 24,368,500 Shares; and
- no change in the relevant interests of Kees Weel.

While the relevant interests of each of KPW Property Holdings and Wagon Weel will change, their voting power will be unchanged at 34.37%, because they will continue to be Associates of each other.

#### Prohibition and exception

A person must not acquire a relevant interest in issued voting shares in a company if the person does so through a transaction in relation to securities entered into by or on behalf of the person and, because of the transaction, that person's (or someone else's) voting power in the company increases:

- a) from 20% or below to over 20%; or
- b) from a starting point between 20% and 90%,<sup>2</sup>

(Section 606 Prohibition).

A person's voting power in a company is calculated by aggregating the total number of votes attached to all voting shares in the company in which the person and their Associates have a relevant interest, and expressing that as a percentage of the total number of votes attaching to all voting shares in the company.<sup>3</sup>

If a transaction in relation to securities occurs and, before the

transaction, a person did not have a relevant interest in particular voting shares, but an Associate did, and because of the transaction the person acquires a relevant interest in those shares, then the person's voting power is taken to have increased from what it would have been before the transaction if the votes attached to those shares were disregarded to what it was after the transaction (taking the votes attached to those shares into account).<sup>4</sup>

In general terms, a person has a relevant interest in securities if they:

- a) are the holder of the securities;
- b) have the power to exercise, or control the exercise of, a right to vote attached to the securities; or
- c) have power to dispose of, or control the exercise of a power to dispose of, the securities.

It does not matter how remote the relevant interest is or how it arises. If two or more people can jointly exercise one of these powers, each of them is taken to have that power. A person has relevant interests in any securities held by a company the person controls.

However, a person may acquire the relevant interest in a company's voting shares with Shareholder approval without breaching the Section 606 Prohibition.

In order for the exemption to apply, Shareholders must be given all information known to the person making the Weel Internal Restructure or their Associates, or known to the company, that was material to the decision on how to vote in the resolution (including certain the specific information set out below).<sup>5</sup>

#### Why is Shareholder approval required?

Unless Shareholder approval is obtained<sup>6</sup>, the Weel Internal Restructure would be prohibited under the Corporations Act.<sup>7</sup>

When Wagon Weel acquires the 10,000,000 Shares from KPW Property Holdings, it will obtain a relevant interest in those Shares. For the purposes of the Section 606 Prohibition, Wagon Weel's voting power will be taken to have increased from what it would have been before the transaction if the votes attached to those Shares were disregarded (ie from 24.37%) to what it was after the transaction taking the votes attached to those Shares into account (ie to 34.37%).

Therefore, Wagon Weel's voting power in the Company will increase from above 20%, and so will breach the Section 606 Prohibition unless it obtains shareholder approval.<sup>8</sup>

#### Relevant Information for Shareholders required under the Corporations Act and relevant ASIC Regulatory Guide<sup>9</sup>

The identity of the person proposing the Weel Internal Restructure and their Associates	<p>The person proposing to acquire the Shares is Wagon Weel Co. Pty Ltd as trustee for the Wagon Weel Trust.</p> <p>Mr Kees Weel is sole director and shareholder of Wagon Weel.</p> <p>Wagon Weel's Associates are:</p> <ul style="list-style-type: none"><li>• Kees Weel;</li><li>• KPW Property Holdings; and</li></ul>
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<sup>4</sup> Section 610(3) of the Corporations Act.

<sup>5</sup> Item 7 of section 611 of the Corporations Act.

<sup>6</sup> Item 7 of section 611 of the Corporations Act.

<sup>7</sup> Section 606(1) of the Corporations Act.

<sup>8</sup> Item 7 of section 611 of the Corporations Act.

<sup>9</sup> ASIC Regulatory Guide 74: Acquisitions approved by members (**RG 74**).

<sup>1</sup> Item 7 of section 611 of the Corporations Act.

<sup>2</sup> Section 606(1) of the Corporations Act.

<sup>3</sup> Section 610 of the Corporations Act.

## Explanatory Notes

	<ul style="list-style-type: none"> <li>the companies set out in the schedule.</li> </ul>
The maximum extent of the increase in Wagon Weel's voting power in the Company that would result from the Weel Internal Restructure	Wagon Weel's voting power will remain unchanged at 34.37% after the Weel Internal Restructure. However, it will obtain a relevant interest in 10% of the issued voting shares, whereas it currently does not have any relevant interests.
The voting power that Wagon Weel would have as a result of the Weel Internal Restructure	As above.
The maximum extent of the increase in the voting power of each of Wagon Weel's Associates that would result from the Weel Internal Restructure	There will be no change to the voting power of any of Wagon Weel's Associates, who will each continue to hold voting power of 34.37%.
The voting power that each of Wagon Weel's Associates would have as a result of the Weel Internal Restructure	As above.
Reasons for the proposed Weel Internal Restructure	The proposed Weel Internal Restructure is part of an arrangement of a personal family matter.
When the proposed Weel Internal Restructure is to occur	Following approval by the Shareholders, the Weel Internal Restructure will occur within one month of the date of the approval.
The material terms of the proposed Weel Internal Restructure	KPW Property Holdings and Wagon Weel propose to enter into an agreement under which Wagon Weel will acquire 10,000,000 Shares from KPW Property Holdings at the closing price of Shares on ASX on the trading day prior to the date of the transfer.
Details of any other relevant agreement between Wagon Weel and the Company or KPW Property Holdings (or any of their Associates) that is conditional on Shareholders' approval of the Weel Internal Restructure	There are no other relevant agreements between Wagon Weel and the Company or KPW Property Holdings, or any of their Associates which are conditional on this Shareholder approval being obtained.
Wagon Weel's intentions for the future of the Company if Shareholders approve the Weel Internal Restructure	<p>Wagon Weel and Kees Weel have advised the Board they have no current intention to:</p> <ul style="list-style-type: none"> <li>change the business of the Company;</li> <li>inject further capital into the Company;</li> <li>change the future employment</li> </ul>

	<p>of present employees of the Company;</p> <ul style="list-style-type: none"> <li>propose that any assets will be transferred between the Company and Wagon Weel or KPW Property Holdings or their Associates; or</li> <li>otherwise redeploy the fixed assets of the Company.</li> </ul>
Any intention of Wagon Weel to significantly change the financial or dividend distribution policies of the Company	Wagon Weel and Kees Weel have advised the Board they have no current intention to significantly change the financial or dividend distribution policies of the Company.
The interests that any director has in the Weel Internal Restructure or any relevant agreement disclosed under RG 74.25(d)	<p>Kees Weel is a director of the Company.</p> <p>He is also the sole director and shareholder of Wagon Weel and a director and the sole shareholder of KPW Property Holdings.</p>
Details about any person who is intended to become a director if Shareholders approve the Weel Internal Restructure	<p>No person is intended to become a director of the Company if Shareholder approval of the Weel Internal Restructure is obtained.</p> <p>Kees Weel is currently a director of the Company.</p>

### Interests of Directors in the Resolution

Other than Kees Weel, none of the Directors have any interest in the proposed Weel Internal Restructure. Kees Weel's interest in the proposed Weel Internal Restructure is outlined above.

### Consideration for the Company

The Directors (other than Kees Weel) consider that as the Weel Internal Restructure is an internal restructure of the holdings of Mr Kees Weel, there are no material advantages or disadvantages to the Company.

### What will happen if the Resolution is not passed?

If the Weel Internal Restructure is not approved, the transfer of the relevant Shares from KPW Property Holdings to Wagon Weel will not occur.

### No independent expert's report

Due to the nature of the Weel Internal Restructure as a re-arrangement of the existing Shareholdings which are, and will remain, controlled by Kees Weel, and the fact that the current voting power of Kees Weel, Wagon Weel and KPW Property Holdings will not change, the Board does not consider that an independent expert's report in relation to the Weel Internal Restructure is necessary, and has not obtained such a report.

### No additional information

The Board is not aware of any additional information which is not included in this Notice of Meeting that members would reasonably require in deciding how to vote on the resolution, and Wagon Weel and Kees Weel have also confirmed to the Company that they are not aware of any such additional information.

## Explanatory Notes

### Directors' recommendation:

For the reasons set out in these Explanatory Notes, the Directors (other than Mr Weel) unanimously recommend that Shareholders vote in favour of Resolution 1.

### GLOSSARY

Defined Terms	Meaning
<b>Associate</b>	has the meaning given in sections 12 and 16(1) of the Corporations Act.
<b>ASX</b>	ASX Limited ACN 008 624 691 or the securities exchange market operated by it, as the context requires.
<b>Board</b>	the board of Directors of the Company.
<b>Chair</b>	the person appointed to Chair the Meeting.
<b>Corporations Act</b>	the <i>Corporations Act 2001</i> (Cth).
<b>Company</b>	PWR Holdings Limited ACN 105 326 850.
<b>Directors</b>	the directors of the Company.
<b>Extraordinary General Meeting or EGM</b>	the extraordinary general meeting of Shareholders of the Company to be held on 28 March 2019.
<b>KPW Property Holdings</b>	KPW Property Holdings Pty Ltd ACN 107 917 635 as trustee for the KPW Holdings Trust, a discretionary trust.
<b>Meeting</b>	this meeting.
<b>Notice</b>	the notice of meeting which accompanies the Explanatory Notes.
<b>Shares</b>	fully paid ordinary shares in the Company.
<b>Shareholder</b>	a registered holder of Shares.
<b>Wagon Weel</b>	Wagon Weel Co. Pty Ltd ACN 627 733 939 as trustee for the Wagon Weel Trust, a discretionary trust.
<b>Weel Internal Restructure</b>	the proposed transfer by KPW Property Holdings of 10,000,000 Shares to Wagon Weel as described in the Explanatory Notes.

### SCHEDULE - OTHER ASSOCIATES OF WAGON WHEEL<sup>10</sup>

Company	ACN
A.C.N. 158 527 952 Pty Ltd	158 527 952
Axle Weel Co. Pty Ltd	628 873 101
Bankomra Pty. Ltd.	005 615 467
Belah Heights Pty Ltd	159 219 039
Belah Heights Property Pty Ltd	154 074 923
Bellarine Pig Pty Ltd	131 388 077
Datawood Pty. Ltd	010 926 637
Fly Weel Pty Ltd	616 460 667
Green Pig Pty Ltd	151 395 596
Innovative Thermal Products Pty Ltd	089 695 714
KPW (Qld) Pty Ltd	139 577 987
KPW Finance Pty Ltd	063 464 380
KW Properties Co. Pty Ltd	628 873 414
KWPW Pty Ltd	151 602 194
Lazy Axle Pty Ltd	168 693 721
Lazy Weel Pty Ltd	065 176 678
Monsrail Pty Ltd	002 781 482
Peninsula Pig Pty Ltd	123 912 443
Pigstop Pty Ltd	116 831 228
Spare Weel Pty Ltd	159 218 390
W.A. Rads Pty. Ltd	063 845 394
Weel Finance Pty. Ltd.	070 078 983
Wobbly Weel Co. Pty Ltd	613 368 497

<sup>10</sup> These companies are Associates of Wagon Weel because they are also controlled by Kees Weel. They do not, and will not as a result of the Weel Internal Restructure, hold any Shares.



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



## Lodge your vote:



**Online:**

[www.investorvote.com.au](http://www.investorvote.com.au)



**By Mail:**

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

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

## For all enquiries call:

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

## Proxy Form

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### Vote and view the Notice of Meeting online

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

### Your access information that you will need to vote:

**Control Number: 999999**

**SRN/HIN: I999999999**

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



**For your vote to be effective it must be received by 10.00am (Brisbane Time), Tuesday, 26 March 2019.**

## How to Vote on Items of Business

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

### Appointment of Proxy

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

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

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

**A proxy need not be a securityholder of the Company.**

## Signing Instructions for Postal Forms

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

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

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

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

## Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
or turn over to complete the form** ➔



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.



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I ND

## Proxy Form

Please mark ☒ to indicate your directions

### STEP 1 Appoint a Proxy to Vote on Your Behalf

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

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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 PWR Holdings Limited to be held at Clayton Utz Brisbane, Level 28, Riparian Plaza, 71 Eagle Street, Brisbane QLD 4000 on Thursday, 28 March 2019 at 10.00 am (Brisbane Time) 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.

1 Approval of share acquisition under section 611 (item 7) of the Corporations Act 2001

For

Against

Abstain

☐☐☐

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.

### SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact  
Name

\_\_\_\_\_

Contact  
Daytime  
Telephone

\_\_\_\_\_

Date / /

PWH

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Computershare +