

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity Wagners Holding Company Limited
ABN 49 622 632 848

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Denis Wagner
Date of last notice	15 December 2017

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	<p>Direct – 21,321,928 Ordinary Shares held directly</p> <p>Indirect – 801,064 Ordinary Shares held by Denis Wagner Investments Pty Ltd as trustee for the DPW Family Trust¹</p> <p>Indirect - 88,756,575 Ordinary Shares in which Denis Wagner has a relevant interest on the basis described below.</p> <p>Indirect – 14,201,056 Ordinary Shares held by Wagner Property Operations Pty Ltd ACN 109 763 742</p>
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¹ These amounts reflect Denis Wagner's current holding following a reconciliation of the original share allocations (within the 55% aggregate founding family holding) between him and each of John Wagner, Neill Wagner, Joseph Wagner and Henry Wagner (and their respective trustee entities).

+ See chapter 19 for defined terms.

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Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	<p>In respect of 801,064 Ordinary Shares - Denis Wagner Investments Pty Ltd as trustee for the DPW Family Trust is an entity controlled by Denis Wagner</p> <p>In respect of 88,756,575 Ordinary Shares - Denis Wagner (and his trustee entity) has a relevant interest in the securities held by each of John Wagner, Neill Wagner, Joe Wagner and Henry Wagner (and their respective trustee entities) as a result of a shareholders' deed of pre-emption which gives Denis Wagner the power to control the exercise of a power to dispose of securities held by each of those persons for the purpose of section 608(1) <i>Corporations Act 2001</i> (Cth) (including the 21,321,928 fully paid ordinary shares held by Denis Wagner and 801,064 fully paid ordinary shares held by Denis Wagner Investments Pty Ltd).</p> <p>In respect of 14,201,056 Ordinary Shares - Denis Wagner is a director and ultimate major shareholder of Wagner Property Operations Pty Ltd ACN 109 763 742</p>
Date of change	22 November 2019
No. of securities held prior to change	88,756,575
Class	Ordinary
Number acquired	14,201,056
Number disposed	-
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$1.55 per ordinary share
No. of securities held after change	102,957,631

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Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Issuance of shares to Wagner Property Operations Pty Ltd pursuant to a priority sub-underwriting arrangement of the Company's pro-rata renounceable entitlement offer announced by the Company on 29 October 2019.
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Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	Not applicable
Nature of interest	Not applicable
Name of registered holder (if issued securities)	Not applicable
Date of change	Not applicable
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	Not applicable
Interest acquired	Not applicable
Interest disposed	Not applicable
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Not applicable
Interest after change	Not applicable

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	Not applicable
If prior written clearance was provided, on what date was this provided?	Not applicable

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