



G O W I N G B R O S

Investing Together For a Secure Future

GOWING BROS LIMITED
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27 November 2024

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

GOWING BROS. LIMITED – 2024 ANNUAL GENERAL MEETING RESULTS

The outcome of each of the resolutions conducted at the Gowing Bros. Limited (the **Company**) Annual General Meeting (**AGM**) held on Wednesday, 27 November 2024 are as follows:

Item	Resolution	Outcome
1	Adoption of Remuneration Report	Not passed as a non-binding advisory resolution ¹
2	Re-election of Director – Mr Sean Clancy	Passed as an ordinary resolution
3	Conditional Board Spill Resolution	Not passed as an ordinary resolution
4	Election of Director – Mr Stephen Sawtell ²	Passed as an ordinary resolution

All resolutions put to the AGM were decided by way of a poll. In accordance with ASX Listing Rule 3.13.2 and section 251AA(2) of the *Corporations Act 2001* (Cth) (**Corporations Act**), the total number of proxies received, the total number of votes cast on each poll, and the manner in which each of these votes were cast, are included in the attached document.

Conditional Board Spill Resolution and Spill Meeting

In relation to Resolution 1 (*Adoption of Remuneration Report*) put to the AGM, as at least 25% of the votes validly cast on that resolution were cast against adopting the Remuneration Report, this constitutes a “second strike” for the purposes of section 250U of the *Corporations Act*. As a consequence of the second strike, Resolution 3 (*Conditional Board Spill Resolution*) was put to the AGM.

In relation to Resolution 3 (*Conditional Board Spill Resolution*), more than 50% of the votes validly cast on that resolution were cast against the resolution. Accordingly, the Extraordinary General Meeting of the Company (the “Spill Meeting”) was not required and was not held.

¹ That is, at least 25% of the votes validly cast on Resolution 1 (*Adoption of Remuneration Report*) were cast against adopting the Remuneration Report of the Company for the year ended 31 July 2024 (**Remuneration Report**).

² This item was proposed to the AGM as ordinary business of the meeting.

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Election of Stephen Sawtell as a Director

As announced to the ASX on 26 November 2024, the Board appointed Mr Stephen Sawtell as a Non-Executive Director of the Company on 26 November 2024 as an addition to the Board.

A summary of Stephen's qualifications and experience is set out in the ASX announcement released by the Company on 26 November 2024.

In accordance with ASX Listing Rule 14.4, Stephen was required to retire and seek re-election as a Director at the AGM held today. For this reason, the following resolution relating to his election as a Director was put to the AGM as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 14.4, the constitution of the Company and for all other purposes, Mr Stephen Sawtell, appointed by the Board as a Director of the Company on 26 November 2024 as an addition to the Board and who will retire at this Meeting, and, being eligible and offering himself for election, be elected as a Director of the Company."

As more than 50% of the votes validly cast on that resolution were in favour of the resolution, Mr Stephen Sawtell was elected as a Director of the Company at the AGM.

This announcement has been authorised for release by the Company Secretary.

ENDS

For further information, please contact:

Ian Morgan

Company Secretary

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GOWING BROS. LIMITED

Annexure A – 2024 Annual General Meeting – Results of Meeting

The following information is provided in accordance with section 251AA(2) of the *Corporations Act 2001* (Cth) and ASX Listing Rule 3.13.2.

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Resolution details		Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll (where applicable)			Resolution Result
Resolution	Resolution Type	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
1 Adoption of Remuneration Report	Ordinary	10,384,366 65.48%	4,706,632 29.68%	767,258 4.84%	106,251	11,178,624 70.37%	4,706,632 29.63%	106,251	Not Carried
2 Re-election of Director - Mr Sean Clancy	Ordinary	10,545,935 32.73%	4,654,516 14.44%	17,025,409 52.83%	798	32,695,464 87.54%	4,654,516 12.46%	798	Carried
3 Conditional Board Spill Resolution pursuant to section 250V of the Corporations Act (Conditional Resolution)	Ordinary	6,253,280 39.37%	8,865,771 55.82%	764,258 4.81%	81,198	6,253,280 39.30%	9,657,029 60.70%	81,198	Not Carried
4 Election of Director - Mr Stephen Sawtell	Ordinary	0	0	32,226,658 100.00%	0	37,350,778 100.00%	0	0	Carried

*Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.

In relation to Resolution 1 ("Adoption of Remuneration Report"), as at least 25% of the votes validly cast on that resolution were against this resolution, this constitutes a 'second strike' for the purposes of the Corporations Act 2001 (Cth).

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