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WAGNERS HOLDING COMPANY LIMITED

ASX RELEASE

9 October 2026

Notice of Annual General Meeting, Proxy Form and Annual Report

The AGM of Wagners Holding Company Limited (ASX:WGN) will be held on Thursday, 12 November 2026 at 9:00am (Brisbane time) both as a physical and virtual meeting. The physical venue for the AGM is The Oaks Toowoomba, 25 Annand Street, Toowoomba, Queensland.

Further details regarding the AGM and how to attend using the virtual meeting technology is available in the Notice of Meeting attached. The link to the Notice of Meeting will be emailed today to those shareholders who have elected to receive electronic communications. The Notice and Access letter will be dispatched by post today for all other shareholders.

A printed copy of the 2026 Annual Report is also being sent to those WGN shareholders who have elected to receive a printed copy. The 2026 Annual Report has previously been lodged with the ASX and is available in electronic form on the Wagners website www.wagner.com.au/investors.

This announcement has been authorised for release to the market by the Company Secretary, Karen Brown.

Regards,

Karen Brown
General Counsel and Company Secretary
Ph. 0410 606 639
Email: karen.brown@wagner.com.au

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WELLCAMP QLD 4350

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2026

NOTICE OF ANNUAL GENERAL MEETING

THURSDAY, 12 NOVEMBER 2026

Wagners Holding Company Limited ACN 622 632 848

WAGNERS

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Wagners Holding Company Limited ACN 622 632 848 **(Company)** will be held:

LOCATION

Online via the Computershare Online Platform and in person at The Oaks Toowoomba, 25 Annand Street, Toowoomba QLD 4350

DATE

Thursday, 12 November 2026

TIME

9:00am (Brisbane time)

PARTICIPATION IN ANNUAL GENERAL MEETING

This year's Annual General Meeting will be a hybrid meeting, held both as a physical meeting and a virtual meeting via an online platform. This will ensure all Shareholders have a reasonable opportunity to participate in the meeting. Shareholders may attend the Annual General Meeting either in person or virtually by visiting https://meetnow.global/MJ596Q6 on your smartphone, tablet or computer.

If you choose to participate in the Annual General Meeting virtually, you will be able to view a live webcast of the meeting, ask the Directors questions online and submit your votes in real time. Instructions and further details on how to participate virtually are set out in the accompanying Virtual Meeting Guide.

It may not be possible to respond to all questions raised during the Annual General Meeting. Shareholders are therefore encouraged to submit questions in advance of the Annual General Meeting by email to investor@wagner.com.au or by submitting an online question when voting online at investorvote.com.au. The Chairman's address and Managing Director's address will attempt to address those questions more commonly asked.

We recommend logging in to the virtual meeting platform at least 15 minutes prior to the scheduled time for the Annual General Meeting by accessing https://meetnow.global/MJ596Q6 on your smartphone, tablet or computer.

If you are unable to attend the Annual General Meeting to vote, the Board encourages you to lodge your votes online at www.investorvote.com.au using the control number (found on the Notice and Access Form) or by scanning the QR code on the Notice and Access Form.

ORDINARY BUSINESS

FINANCIAL STATEMENTS AND REPORTS

To consider and receive the financial report, the Directors' report and the auditor's report for the year ended 30 June 2026.

RESOLUTION 1 – DIRECTORS' REMUNERATION REPORT

To consider and, if in favour, pass the following resolution in accordance with section 250R(2) Corporations Act:

1. *'That the Remuneration Report be adopted.'*

Note: This resolution shall be determined under section 250R(2) Corporations Act. Votes must not be cast on this resolution by Key Management Personnel and closely related parties in contravention of section 250R or 250BD Corporations Act. Restrictions also apply to votes cast as proxy unless exceptions apply.

The Directors abstain, in the interests of good corporate governance, from making a recommendation in relation to this resolution.

RESOLUTION 2 – RE-ELECTION OF MR JOHN WAGNER

To consider and, if in favour, pass the following resolution as an ordinary resolution:

2. *'That, Mr John Wagner, who retires in accordance with Listing Rule 14.4 and rule 19.3(b) of the Company's constitution, and being eligible, be re-elected as a Director of the Company.'*

Note: Information about the candidate appears in the Explanatory Memorandum.

The Directors (with Mr John Wagner abstaining) unanimously recommend that you vote in favour of this resolution.

RESOLUTION 3 – RE-ELECTION OF MR ROSS WALKER

To consider and, if in favour, pass the following resolution as an ordinary resolution:

3. *'That, Mr Ross Walker, who retires in accordance with Listing Rule 14.4 and rule 19.3(b) of the Company's constitution, and being eligible, be re-elected as a Director of the Company.'*

Note: Information about the candidate appears in the Explanatory Memorandum.

The Directors (with Mr Ross Walker abstaining) unanimously recommend that you vote in favour of this resolution.

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NOTICE OF
ANNUAL GENERAL MEETING

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RESOLUTION 4 – APPROVAL OF OMNIBUS INCENTIVE PLAN

To consider and, if in favour, to pass the following resolution as an ordinary resolution:

4. *'That the purpose of Listing Rule 7.2, exception 13, sections 200B and 200E of the Corporations Act and for all other purposes, the Company hereby approves the renewal of the Company's Omnibus Incentive Plan, the terms and conditions of which are summarised in the Explanatory Memorandum.'*

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to this resolution.

RESOLUTION 5 – APPROVAL OF EXECUTIVE STI PLAN

To consider and, if in favour, to pass the following resolution as an ordinary resolution:

5. *'That the purpose of Listing Rule 7.2, exception 13 and for all other purposes, the Company hereby approves the renewal of the Company's Executive STI Plan, the terms and conditions of which are summarised in the Explanatory Memorandum.'*

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to this resolution.

RESOLUTION 6 – APPROVAL OF BROAD-BASED EMPLOYEE SHARE PLAN

To consider and, if in favour, to pass the following resolution as an ordinary resolution:

6. *'That the purpose of Listing Rule 7.2, exception 13 and for all other purposes, the Company hereby approves the renewal of the Company's Broad-Based Employee Share Plan, the terms and conditions of which are summarised in the Explanatory Memorandum.'*

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to this resolution.

RESOLUTION 7 – RENEWAL OF PROPORTIONAL TAKEOVER APPROVAL PROVISIONS

To consider and, if in favour, to pass the following resolution as a special resolution:

7. *'That the proportional takeover approval provisions contained in rule 15 of the Company's constitution be granted with effect for a further three years, effective on the day on which this resolution is passed.'*

The Directors unanimously recommend that you vote in favour of this resolution.

RESOLUTION 8 – APPROVAL OF PARTICIPATION IN OMNIBUS INCENTIVE PLAN – GRANT OF OPTIONS TO A RELATED PARTY: MR CAMERON COLEMAN

To consider and, if in favour, to pass the following as an ordinary resolution:

8. *'That, for the purposes of Section 208 Corporations Act, Listing Rule 10.14 and all other purposes, approval be given to the issue of 84,954 Options to Mr Cameron Coleman, a related party of the Company by virtue of him being managing director of the Company, on the terms described in the Explanatory Memorandum accompanying this Notice of Meeting.'*

Note: This resolution shall be determined under section 208 Corporations Act. Votes must not be cast on this resolution by Mr Coleman, a related party or associate of Mr Coleman, in contravention of section 224 Corporations Act. Restrictions also apply to votes cast as proxy unless exceptions apply.

The Directors (with Mr Coleman abstaining) unanimously recommend that you vote in favour of this resolution.

Dated: 18 September 2026

By order of the Board

Karen Brown
Company Secretary

NOTICE OF
ANNUAL GENERAL MEETING

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VOTING INTENTIONS OF THE CHAIRMAN

The Chairman of the General Meeting intends to vote undirected proxies on, and in favour of, each of the resolutions set out in the Notice of Meeting. If there is a change to how the Chairman intends to vote undirected proxies, the Company will make an announcement to the market.

VOTING EXCLUSION STATEMENT

CORPORATIONS ACT

Resolution 1 – The Company will disregard votes cast by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or a closely related party of such a member, in contravention of section 250R or 250BD Corporations Act. Restrictions also apply to votes cast as proxy unless exceptions apply.

Resolution 4 – The Company will disregard any votes cast by, or on behalf of, an eligible employee of the Company holding a managerial or executive office (which includes members of the Key Management Personnel) who may, as a retiree, receive a benefit approved under Resolution 4 or an associate of those persons. Restrictions also apply to votes cast as proxy unless exceptions apply.

Resolutions 4, 5, 6 and 8 – The Company will disregard votes cast as proxy by Key Management Personnel or their closely related parties in contravention of section 250BD Corporations Act. The Company will also disregard votes cast by or on behalf of a related party of the Company to whom the resolution would permit a financial benefit to be given or an associate of such a related party in contravention of section 224 Corporations Act.

For the purposes of section 224 Corporations Act, the Company will not disregard a vote if:

(a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution; and

(b) it is not cast on behalf of a related party or associate of a related party of the Company to whom the resolution would permit a financial benefit to be given or an associate of such a related party.

LISTING RULES

Resolutions 4, 5 and 6 – In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the resolution by or on behalf of any person who is eligible to participate in the applicable incentive plan of the Company and each of their associates.

Resolution 8 – For the purposes of Listing Rule 14.11, the Company will disregard any votes cast in favour of this resolution by or on behalf of a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question.

However, for the purpose of Listing Rule 14.11, this does not apply to a vote cast in favour of the resolution by:

(a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or

(b) the Chairman of the General Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

    (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and

    (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

NOTICE OF
ANNUAL GENERAL MEETING

NOTES

(a) Terms used in this Notice of Meeting which are defined in the Explanatory Memorandum have the meaning given to them in the Explanatory Memorandum.

(b) Subject to the Corporations Act, including sections 224, 250R and 250BD, a Shareholder who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.

(c) The proxy need not be a Shareholder of the Company. A Shareholder who is 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.

(d) If you wish to appoint a proxy and are entitled to do so, then complete and return the **attached** proxy form. To be effective, the proxy must be received at the share registry of the Company no later than 9:00am (Brisbane time) on Tuesday, 10 November 2026 (48 hours before the commencement of the meeting).

(e) A corporation may elect to appoint a representative in accordance with the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.

(f) The Company has determined under regulation 7.11.37 Corporations Regulations that for the purpose of voting at the meeting or adjourned meeting, securities are taken to be held by those persons recorded in the Company's register of Shareholders as at 7:00pm (Sydney time) on Tuesday, 10 November 2026.

(g) If you have any queries on how to cast your votes then call Karen Brown, Company Secretary, on +61 7 3621 1131 during business hours.

(h) You will be able to participate in the meeting online by visiting https://meetnow.global/MJ596Q6 on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge or Firefox. Please ensure your browser is compatible. For further instructions on how to participate online, please refer to the additional information contained in this Notice of Meeting and the meeting user guide at the end of this document.

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EXPLANATORY MEMORANDUM

Wagners Holding Company Limited
ACN 622 632 848 (Company)

This Explanatory Memorandum accompanies the Notice of Meeting for the Annual General Meeting of the Company to be held on Thursday, 12 November 2026 at 9:00am (Brisbane time) online via the Computershare Online Platform and at The Oaks Toowoomba, 25 Annand Street, Toowoomba QLD 4350.

The Explanatory Memorandum has been prepared to assist Shareholders in determining how to vote on the resolutions set out in the Notice of Meeting and is intended to be read in conjunction with the Notice of Meeting.

FINANCIAL STATEMENTS AND REPORTS

1. The Corporations Act requires that the report of the Directors, the auditor's report and the financial report be laid before the Annual General Meeting.
2. Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Constitution requires a vote of Shareholders at the Annual General Meeting on the financial statements and reports.
3. Shareholders will be given a reasonable opportunity at the meeting to raise questions and make comments on these reports.
4. In addition to asking questions at the meeting, Shareholders may address written questions to the chairman about the management of the Company or to the Company's auditor, BDO Audit Pty Ltd, if the question is relevant to:
   (a) the content of the auditor's report; or
   (b) the conduct of its audit of the annual financial report to be considered at the meeting.

   Note: Under section 250PA(1) Corporations Act, a Shareholder must submit the question to the Company no later than the fifth business day before the day on which the Annual General Meeting is held.
5. Written questions for the auditor must be delivered by 5.00pm on Tuesday, 5 November 2026. Please send any written questions to BDO Audit Pty Ltd to:

   The Company Secretary

   Wagners
   PO Box 1394
   Eagle Farm BC, Queensland 4009

   or via email to: Karen.Brown@wagner.com.au

RESOLUTION 1: REMUNERATION REPORT

6. The Remuneration Report is contained in the Annual Report. A copy is available on the Company's website.
7. The Corporations Act requires that the Remuneration Report be put to a vote of Shareholders.
8. The resolution of Shareholders is advisory only and not binding on the Company. The Board will take the discussion at the meeting into consideration when determining the Company's remuneration policy and appropriately respond to any concerns Shareholders may raise in relation to remuneration issues.
9. The Remuneration Report:
   (a) reports and explains the remuneration arrangements in place for non-executive Directors, executive Directors and senior management; and
   (b) explains Board policies in relation to the nature and value of remuneration paid to non-executive Directors, executives and senior managers within the Company.
10. The Chairman will give Shareholders a reasonable opportunity to ask questions about, or to make comments on, the Remuneration Report.

DIRECTORS' RECOMMENDATION

11. As the resolution relates to matters including the remuneration of the Directors, the Board, as a matter of good corporate governance and in accordance with the spirit of section 250R(4) Corporations Act, makes no recommendation regarding this resolution.

RESOLUTION 2: RE-ELECTION OF MR JOHN WAGNER

12. Rule 19.3(b) of the Constitution provides that no director who is not a managing director may hold office without re-election beyond the third AGM following the meeting at which the director was last elected or re-elected. Listing Rule 14.4 also provides that a director must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer.
13. Accordingly, Mr John Wagner will retire from office under rule 19.3(b) of the Constitution and Listing Rule 14.4 and stands for re-election as a non-executive director.

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EXPLANATORY MEMORANDUM

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14. John is one of the co-founders of Wagners and has been involved in the business since its inception and has been instrumental in developing Wagners into one of the leading construction materials producers in South East Queensland. John brings over 30 years' experience in the construction materials industry. John is a member of the Audit and Risk Committee.

15. John is deemed not independent for the purposes of Recommendation 1.2 of the *Corporate Governance Principles and Recommendations* on account of John's direct or indirect shareholdings in the Company, and was first appointed as a director of the Company on 2 November 2017.

DIRECTORS' RECOMMENDATION

16. The Directors (with Mr John Wagner abstaining), unanimously recommend the re-appointment of Mr Wagner to the Board.

RESOLUTION 3: RE-ELECTION OF MR ROSS WALKER

17. Rule 19.3(b) of the Constitution provides that no director who is not a managing director may hold office without re-election beyond the third AGM following the meeting at which the director was last elected or re-elected. Listing Rule 14.4 also provides that a director must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer.

18. Accordingly, Mr Ross Walker will retire from office under rule 19.3(b) of the Constitution and Listing Rule 14.4 and stands for re-election as an independent non-executive director.

19. Ross is a Chartered Accountant, with more than 30 years' corporate and accounting experience, and a former managing partner of accounting and consulting firm, Pitcher Partners Brisbane. Ross is Chair of the Audit and Risk Committee, a member of the Remuneration Committee and a member of the Nomination Committee.

20. Ross was first appointed as a director of the Company on 2 November 2017.

DIRECTORS' RECOMMENDATION

21. The Directors (with Mr Ross Walker abstaining), unanimously recommend the re-appointment of Mr Walker to the Board.

RESOLUTIONS 4, 5 AND 6: APPROVAL OF INCENTIVE PLANS

22. A key foundation of the Company's equity incentive program is the Company's incentive plans including:

(a) the Omnibus Incentive Plan;

(b) the Executive STI Plan; and

(c) the Broad-Based Employee Share Plan,

(together, the **Plans**).

23. The Plans are designed to:

(a) align employee incentives with shareholders' interest;

(b) assist employee attraction and retention; and

(c) encourage share ownership by employees.

24. Each Plan has been adopted since the Company's listing in December 2017 and approval by Shareholders at the Company's 2020 Annual General Meeting in October 2020 and the Company's 2023 Annual General Meeting in November 2023.

LISTING RULES

25. ASX Listing Rule 7.1 allows the Company to issue a maximum of 15% of its fully paid ordinary issued capital in any 12 month period without requiring shareholder approval. Pursuant to Listing Rule 7.2, Exception 13, an issue under an employee incentive plan will not count toward a company's 15% limit provided the plan was approved by shareholders within three years before the date of the securities being issued. Each Plan has not been renewed since the Company's 2023 Annual General Meeting. Approval is therefore sought in respect of each Plan under that rule.

CORPORATIONS ACT

26. In respect of resolution 4, Shareholders are also being asked to approve the ability for the Board to be able to exercise certain discretions under the Omnibus Incentive Plan in relation to the treatment of unvested or unexercisable awards that may have been granted under the Omnibus Incentive Plan.

EXPLANATORY MEMORANDUM

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RESOLUTION 4: APPROVAL OF OMNIBUS INCENTIVE PLAN

27. Under the Omnibus Incentive Plan, the Company has the flexibility to offer performance rights, options, shares and share appreciation rights.

LISTING RULES

28. For the purposes of Listing Rule 7.2 exception 13:

(a) 4,931,337 securities have been issued under the Omnibus Incentive Plan since it was approved by Shareholders at the Company's 2023 Annual General Meeting in November 2023; and

(b) the maximum aggregate securities proposed to be issued under the Plans within the three year period from the date of the passing of this resolution is 5% of the total number of ordinary shares on issue from time to time by the Company. The total aggregate number of securities that could be issued pursuant to the Plans as at the date of this Notice of Meeting is 9,986,191. This number is not intended to be a prediction of the actual number of securities to be issued by the Company, simply a ceiling for the purposes of Listing Rule 7.2 (Exception 13(b)).

29. A summary of the key terms of the Omnibus Incentive Plan is set out in Annexure A to this Explanatory Memorandum.

CORPORATIONS ACT

30. Shareholders are also being asked to approve the ability for the Board to be able to exercise certain discretions under the Omnibus Incentive Plan in relation to the treatment of unvested or unexercisable awards that may have been granted under the Omnibus Incentive Plan.

31. The Corporations Act provides that the Company may only give a person a benefit in connection with their ceasing to hold a managerial or executive office in the Company or its related bodies corporate if it is approved by Shareholders or an exemption applies (for example, where the benefit together with other benefits does not exceed the base salary of the relevant person as set out in section 200H Corporations Act).

32. The term 'benefit' has a wide operation and may include (for example) the accelerated vesting of awards issued under the Omnibus Incentive Plan. Under the terms of the Omnibus Incentive Plan, the Board has the discretion to determine that some, or all, of those awards that have not vested or are not otherwise exercisable at the time an eligible participant ceases employment with the Company either vest, become exercisable or otherwise waive restrictions on the awards. If an eligible participant who holds, or has held, a managerial or executive office within the meaning of section 200B ceases employment with the Company, that eligible participant may be entitled to have any awards issued to them vest, or otherwise become exercisable where the awards were not otherwise (at the discretion of the Board). This constitutes a 'benefit' for the purposes of section 200B Corporations Act.

33. Advance shareholder approval is therefore being sought, for the purposes of sections 200B and 200E Corporations Act, to provide benefits which may otherwise be prohibited under section 200B Corporations Act. If shareholder approval is obtained, it will give the Board maximum flexibility to deal with the unvested or unexercisable awards under the plan granted to executives or key personnel who cease employment.

34. Shareholders are not being asked to approve any increase in the remuneration or benefits payable to relevant personnel, nor any variations to the existing discretions of the Board. Approval is sought in relation to both current and future personnel who hold or have held during the 3 years prior to cessation of employment a managerial or executive office in the Company or a related body corporate.

35. The amount and value of the termination benefits for which the Company is seeking approval is the maximum potential benefit that could be provided under the Omnibus Incentive Plan, in order to provide the Board with the discretion to determine the most appropriate termination package for the outgoing executives or key personnel. There is no obligation for the Board to exercise this discretion. Exercise of the discretion will depend on factors such as the participant's performance, contribution and tenure. The amount and value of any consequent termination benefits that may be received as a result of early exercise of the awards upon cessation of employment cannot be ascertained in advance.
This is because various matters, events and circumstances will or are likely to affect the calculation of the amount and value, including:

(a) the circumstances of the participant's cessation of employment (for example, whether cessation of employment arises due to resignation, retirement or redundancy);

(b) the terms contained within the invitation to participate (such as the applicable vesting conditions);

(c) number of unvested or unexercisable awards held by the relevant eligible participant prior to cessation of employment;

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(d) the market price of the Company's shares on the ASX at the relevant time; and

(e) any other factors that the Board determines to be relevant when exercising its discretion under the Plan.

36. It can be reasonably anticipated that aspects of the Omnibus Incentive Plan may be amended from time to time in line with market practice and changing governance standards. Where relevant, these changes will be reported in the Company's Remuneration Report. However, it is intended that this approval will remain valid for Board discretions exercised under the Omnibus Incentive Plan, provided that at the time the discretion is exercised the Omnibus Incentive Plan rules contain a discretion for the Board to vest all or a pro rata portion of a participant's unvested awards or to allow them to continue on foot on the terms of the Omnibus Incentive Plan rules.

37. As noted above, the impact of approval is that any offers under the Omnibus Incentive Plan will be exempt from calculation under Listing Rule 7.1. It is within the Directors' power to offer equity incentives under the plan or otherwise, however if approval is not obtained the impact would be that unless another exemption applied, such offers would count towards the capacity calculation under Listing Rule 7.1. Accordingly, if the resolution is not approved the Company would seek to understand the reasons approval has not been obtained. The Directors reserve the right to offer securities under the Omnibus Incentive Plan, including as modified to address any concerns, where they form the view it is in the best interests of the Company to do so.

DIRECTORS' RECOMMENDATION

38. The Directors abstain, in the interest of good corporate governance, from making a recommendation in relation to this resolution.

RESOLUTION 5: APPROVAL OF EXECUTIVE STI PLAN

39. Under the Executive STI Plan, an eligible employee's entitlement to receive the annual short term incentive will be subject to achieving targets against key performance indicators agreed with the Board for each year. If these targets are met, any short term incentive earned will be payable by way of the issue of Shares, unless the employee elects to receive a proportion of the short term incentive in cash.

40. For the purposes of Listing Rule 7.2 exception 13:

(a) no securities have been issued under the Executive STI Plan since it was approved by Shareholders at the Company's 2023 Annual General Meeting in November 2023; and

(b) the maximum aggregate securities proposed to be issued under the Plans within the three year period from the date of the passing of this resolution is 5% of the total number of ordinary shares on issue from time to time by the Company. The total aggregate number of securities that could be issued pursuant to the Plans as at the date of this Notice of Meeting is 9,986,191. This number is not intended to be a prediction of the actual number of securities to be issued by the Company, simply a ceiling for the purposes of Listing Rule 7.2 (Exception 13(b)).

41. As noted above, the impact of approval is that any offers under the STI Plan will be exempt from calculation under Listing Rule 7.1. It is within the Directors' power to offer equity incentives under the plan or otherwise, however if approval is not obtained the impact would be that unless another exemption applied, such offers would count towards the capacity calculation under Listing Rule 7.1. Accordingly, if the resolution is not approved the Company would seek to understand the reasons approval has not been obtained. The Directors reserve the right to offer securities under the STI Plan, including as modified to address any concerns, where they form the view it is in the best interests of the Company to do so.

42. A summary of the key terms of the Executive STI Plan is set out in Annexure B to this Explanatory Memorandum.

DIRECTORS' RECOMMENDATION

43. The Directors abstain, in the interest of good corporate governance, from making a recommendation in relation to this resolution.

RESOLUTION 6: APPROVAL OF BROAD-BASED EMPLOYEE SHARE PLAN

44. Participation in the Broad-Based Employee Share Plan provides eligible employees with the right to be issued up to $1,000 worth of fully paid ordinary shares each year, for no payment.

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45. For the purposes of Listing Rule 7.2 exception 13:

(a) no securities have been issued under the Broad-Based Employee Share Plan since it was approved by Shareholders at the Company's 2023 Annual General Meeting in November 2023; and

(b) the maximum aggregate securities proposed to be issued under the Plans within the three year period from the date of the passing of this resolution is 5% of the total number of ordinary shares on issue from time to time by the Company. The total aggregate number of securities that could be issued pursuant to the Plans as at the date of this Notice of Meeting is 9,986,191. This number is not intended to be a prediction of the actual number of securities to be issued by the Company, simply a ceiling for the purposes of Listing Rule 7.2 (Exception 13(b)).

46. As noted above, the impact of approval is that any offers under the Broad-Based Employee Share Plan will be exempt from calculation under Listing Rule 7.1. It is within the Directors' power to offer equity incentives under the plan or otherwise, however if approval is not obtained the impact would be that unless another exemption applied, such offers would count towards the capacity calculation under Listing Rule 7.1. Accordingly, if the resolution is not approved the Company would seek to understand the reasons approval has not been obtained. The Directors reserve the right to offer securities under the Broad-Based Employee Share Plan, including as modified to address any concerns, where they form the view it is in the best interests of the Company to do so.

47. A summary of the key terms of the Broad-Based Employee Share Plan is set out in Annexure C to this Explanatory Memorandum.

DIRECTORS' RECOMMENDATION

48. The Directors abstain, in the interest of good corporate governance, from making a recommendation in relation to this resolution.

RESOLUTION 7: RENEWAL OF PROPORTIONAL TAKEOVER BID PROVISIONS

49. Rule 15 of the Constitution includes proportional takeover approval provisions which enable the Company to refuse to register securities acquired under a proportional takeover bid unless a resolution is passed by shareholders in general meeting approving the offer. Under the Corporations Act, proportional takeover provisions expire after three years from adoption or renewal and may then be renewed.

50. The Company is seeking shareholder approval to renew these provisions under the Corporations Act. The proportional takeover bid provisions are identical to those included in the Company's current Constitution which were renewed at the Company's 2023 Annual General Meeting in November 2023. The Corporations Act requires the Company to provide Shareholders with an explanation of the proportional takeover approval provisions as set out below.

WHAT IS A PROPORTIONAL TAKEOVER BID

51. A proportional takeover bid is a takeover offer sent to Shareholders but only for a specified portion of each shareholder's securities. Accordingly, if a Shareholder accepts in full the offer under a proportional takeover bid, it will dispose of the specified portion of its securities in the Company and retain the balance of the securities.

EFFECT OF RENEWAL

52. If renewed, under existing rule 15 and if a proportional takeover offer is made to Shareholders, the Board is required to convene a meeting of Shareholders to vote on a resolution to approve the proportional takeover. That meeting must be held at least 14 days before the offer under the proportional takeover bid closes.

53. The resolution is taken to have been passed if a majority of securities voted at the meeting, excluding the securities of the bidder and its associates, vote in favour of the resolution. If no resolution is voted on at least 14 days before the close of the offer, the resolution is deemed to have been passed. Where the resolution approving the offer is passed or deemed to have been passed, transfers of securities resulting from accepting the offer are registered provided they otherwise comply with the Corporations Act, the Listing Rules, the ASIC Operating Rules and the Constitution. If the resolution is rejected then, under the Corporations Act, the offer is deemed to be withdrawn.

REASONS FOR PROPOSING THE RESOLUTION

54. The Directors consider that Shareholders should have the opportunity to renew rule 15 in the Constitution. Without rule 15 a proportional takeover bid for the Company may enable effective control of the Company to be acquired without Shareholders having the opportunity to dispose of all of their securities to the bidder. Shareholders could be at risk of passing control to the bidder without

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payment of an adequate control premium for all their securities whilst leaving themselves as part of a minority interest in the Company.

55. Without rule 15, if there was a proportional takeover bid and Shareholders considered that control of the Company was likely to pass, Shareholders would be placed under pressure to accept the offer even if they did not want control of the Company to pass to the bidder. Renewing rule 15 of the Constitution will make this situation less likely by permitting Shareholders to decide whether a proportional takeover bid should be permitted to proceed.

NO KNOWLEDGE OF PRESENT ACQUISITION PROPOSALS

56. As at the date of this notice, no Director is aware of a proposal by any person to acquire or increase the extent of a substantial interest in the Company.

POTENTIAL ADVANTAGES AND DISADVANTAGES

57. The renewal of rule 15 will enable the Directors to formally ascertain the views of Shareholders about a proportional takeover bid. Without these provisions, the Directors are dependent upon their perception of the interests and views of Shareholders. Other than this advantage, the Directors consider that renewal of rule 15 has no potential advantages or potential disadvantages for them, as they remain free to make a recommendation on whether a proportional takeover offer should be accepted.

58. The Directors consider that renewing rule 15 benefits all Shareholders in that they will have an opportunity to consider a proportional takeover bid and then attend or be represented by proxy at a meeting of Shareholders called specifically to vote on the proposal. Accordingly, Shareholders are able to prevent a proportional takeover bid proceeding if there is sufficient support for the proposition that control of the Company should not be permitted to pass under the proportional takeover bid. Furthermore, knowing the view of Shareholders assists each individual shareholder to assess the likely outcome of the proportional takeover bid and whether to accept or reject that bid.

59. As to the possible disadvantages to Shareholders renewing rule 15, it may be argued that the proposal makes a proportional takeover bid more difficult and that proportional takeover bids will therefore be discouraged. This may reduce the opportunities which Shareholders may have to sell all or some of their securities at a premium to persons seeking control of the Company and may reduce any takeover speculation element in the Company's share price. Rule 15 may also be considered an additional restriction on the ability of individual Shareholders to deal freely on their securities.

60. The Directors consider that there are no other advantages and disadvantages for Directors and Shareholders which arose during the period during which the proportional takeover approval provisions have been in effect, other than those discussed in this section.

61. On balance, the Directors consider that the possible advantages outweigh the possible disadvantages so that the renewal of rule 15 is in the interest of Shareholders.

DIRECTORS' RECOMMENDATION

The Directors unanimously recommend you vote in favour of this resolution.

RESOLUTION 8: APPROVAL OF PARTICIPATION IN OMNIBUS INCENTIVE PLAN – GRANT OF OPTIONS TO A RELATED PARTY: MR CAMERON COLEMAN

62. The purpose of this resolution is for Shareholders to approve, pursuant to Section 208 Corporations Act, Listing Rule 10.14 and for all other purposes, the issue of Options under the LTI to Mr Cameron Coleman.

63. Approval of Resolution 8 will result in the grant of 84,954 Options to Mr Cameron Coleman under the Omnibus Incentive Plan, subject to Resolution 4, falling within exception 14 in Listing Rule 7.2. Therefore, the issue of securities to Mr Cameron Coleman will not be included in the 15% calculation for the purposes of Listing Rule 7.1. The issue of Shares in the Company on the exercise of the Options will also be excluded from Listing Rule 7.1.

64. Listing Rule 10.14 provides that a listed company must not permit:

(a) a Director of the Company (Listing Rule 10.14.1);

(b) an associate of the Director (Listing Rule 10.14.2); or

(c) a person whose relationship with the Company, the Director or that Director's associates is such that, in ASX's opinion, the acquisition should be approved by security holders (Listing Rule 10.14.3),

to acquire securities in the Company under an employee incentive scheme, unless it obtains the approval of its shareholders.

EXPLANATORY MEMORANDUM

65. In compliance with the information requirements of Listing Rule 10.15, Shareholders are advised of the following particulars in relation to Resolution 8:

LISTING RULES REQUIREMENT	DETAILS
Name (Listing Rule 10.15.1)	Cameron Coleman
Related party category (Listing Rule 10.15.2)	Director of the Company
Number and class of securities (Listing Rule 10.15.3)	84,954 Options
Details (including the amount) of current total remuneration package (Listing Rule 10.15.4)	Mr Cameron Coleman's current remuneration package comprises: (a) $699,221 base salary; (b) $7,117 non-cash benefits*; (c) $30,000 superannuation; and (d) short term incentives awarded and share based payments as previously approved by Shareholders. * Based upon the 2026 Remuneration Report
Number of securities that have previously been issued to Mr Cameron Coleman under the Omnibus Incentive Plan and the average acquisition price paid (Listing Rule 10.15.5)	(a) 215,942 Shares at nil acquisition price; and (b) 1,956,849 Options at nil issue price.
Summary of the material terms of the LTI (Listing Rule 10.15.6)	The Options granted to Mr Coleman will be subject to the following vesting conditions: (a) Tranche 1, being 28,318 options – the 10-trading day VWAP* of the Company's share price after the release of the FY27 results is to be $5.10; (b) Tranche 2, being 28,318 options – the 10- trading day VWAP* of the Company's share price after the release of the FY28 results is to be $5.70; and (c) Tranche 3, being 28,318 options – the 10- trading day VWAP* of the Company's share price after the release of the FY29 results is to be $6.40. * The Directors reserve the right to exclude trading days on which no material volume of trades occurred and which may not accurately reflect achievement of the conditions. Subject to the above vesting conditions being satisfied, the Options where those vesting conditions have been satisfied, may be exercised after a period of 3 years after the issue of the Options to Mr Cameron Coleman and before the Expiry Date, which is 5 years after the issue of the Options to Mr Cameron Coleman. Nil consideration for the Options to be exercised.
Explanation of why options are being used (Listing Rule 10.15.6)	If Resolution 8 is passed, the Company will be able to proceed with the grant of the Options to Mr Cameron Coleman. If Resolution 8 is not passed, the grant of the Options to Mr Cameron Coleman will not proceed. This may impact the Company's ability to incentivise Mr Cameron Coleman and align his interests with those of Shareholders. The Board may need to consider alternative forms of remuneration in place of the issue and allotment of the Options to Mr Cameron Coleman, which may not be as cost effective for the Company.

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EXPLANATORY MEMORANDUM

LISTING RULES REQUIREMENT	DETAILS
Value the Company attributes to the Options and the basis for that assessment (Listing Rule 10.15.6)	The cost per Option will be determined in accordance with the Monte Carlo simulation as set out at paragraph 67.
Tranche issue dates (Listing Rule 10.15.7)	The Company intends to issue the Options on 12 November 2026 and in any event must issue the Options no later than 3 years from the date of the meeting.
Price at which the Company will issue the Options (Listing Rule 10.15.8)	Nil consideration for the issue of the Options.
Summary of the material terms of the Omnibus Incentive Plan (Listing Rule 10.15.9)	Awards of Shares, Options, performance rights and share appreciation rights can be made under the Plan to a full-time or permanent part-time employee of one or more companies in the Wagners group, contractor or consultant as an eligible participant. An option confers a right to acquire a share during the exercise period, subject to the satisfaction of any vesting conditions, the payment of the exercise price for the option set out in the offer, and otherwise in the manner required by the Board and specified by the offer. A grant of an award under the Plan is subject to both the rules of the Plan and the terms of the specific offer. Participants may only: (a) create a Security Interest in; or (b) transfer, assign, dispose or otherwise deal with, awards, or any interest in awards, with the prior written consent of the Board. A participant does not have the right to vote in respect of an option, a performance right or a share appreciation right.
Summary of the material terms of any loan that will be made to Mr Cameron Coleman in relation to the acquisition (Listing Rule 10.15.10)	Not applicable.

66. In compliance with Listing Rule 10.15.11:

(a) details of any Options issued under the LTI will be published in the annual report of the Company relating to the period in which the Options were issued, along with a statement that the approval was obtained under Listing Rule 10.14 (if approved under Resolution 8 of this Annual General Meeting); and

(b) if any additional persons covered by Listing Rule 10.14, being those parties set out at paragraphs 61(b) and 61(c) of this Explanatory Memorandum, become entitled to participate in an issue of securities in the Company under the Omnibus Incentive Plan after this resolution is approved and who were not named in this Notice of Meeting will not participate until approval is obtained under the relevant Listing Rule.

VALUATION

67. The Company has measured the cost of the Options by reference to their fair value at the date at which they may be granted, being 12 November 2026. The fair value was determined by using the Monte Carlo simulation model while considering the terms and conditions of the LTI. The accounting estimates and assumptions used in the Company's valuation of the Options are:

(a) the number of Options to be issued has been calculated using the 10-working day VWAP of $4.4380;

(b) given the issue price is not yet known, an issue price of $4.12 has been assumed to calculate the value of the options; and

(c) a Monte Carlo simulation has been used to determine the valuation,

the key assumptions being:

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EXPLANATORY MEMORANDUM

INPUT	VALUES AT VALUATION DATE TRANCHE 1	TRANCHE 2	TRANCHE 3
Underlying share price	$4.12	$4.12	$4.12
Exercise price	$nil	$nil	$nil
Term	3.05 yrs	3.05 yrs	3.05 yrs
Risk-free rate	4.88%	4.88%	4.88%
Dividend yield	1.50%	1.50%	1.50%
Volatility (rounded)	45.00%	45.00%	45.00%
VWAP hurdle	10-day VWAP ≥$5.100	10-day VWAP ≥$5.700	10-day VWAP ≥$6.400
VWAP testing date	7/09/2027	7/09/2028	7/09/2029

and the valuation of the Options being:

VESTING DATE	30/09/2027	30/09/2028	30/09/2029	
	TRANCHE 1	TRANCHE 2	TRANCHE 3	TOTAL OPTIONS
Options	28,318	28,318	28,318	84,954
Valuation per option	$1.68	$1.83	$1.88	
Total value of options	**$47,526.10**	**$51,793.62**	**$53,203.86**	**$152,523.58**

2027 LTI	BREAK-UP OF SHARED BASED PAYMENTS COSTS			TOTAL
30/06/2027	$33,947.21	$17,314.73	$11,620.98	$62,882.92
30/06/2028	$13,578.89	$27,553.00	$18,492.51	$59,624.40
30/06/2029	$0.00	$6,925.89	$18,441.98	$25,367.87
30/06/2030	$0.00	$0.00	$4,648.40	$4,648.40
Total	**$47,526.10**	**$51,793.62**	**$53,203.87**	**$152,523.59**

RELATED PARTY TRANSACTIONS

68. Chapter 2E Corporations Act requires the Company, before giving a financial benefit to a related party of the Company, to:

(a) obtain the approval of the Company's Shareholders in compliance with the provisions of Chapter 2E Corporations Act; and

(b) give the benefit within 15 months after the approval.

69. For the purposes of Chapter 2E Corporations Act, Mr Cameron Coleman is a related party of the Company by virtue of him being managing director of the Company.

70. Under resolution 8, the Company proposes to grant a benefit to Mr Cameron Coleman in the form of Options. The Board wishes to obtain approval from the Shareholders to grant the Options in compliance with Listing Rule 10.14.

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GLOSSARY

Wagners Holding Company Limited ACN 622 632 848

ANNUAL GENERAL MEETING	means the Company's annual general meeting the subject of this Notice of Meeting.
ANNUAL REPORT	means the 2026 annual report of the Company.
ASIC	means the Australian Securities and Investments Commission.
ASX	means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).
BOARD	means the board of directors of the Company.
BROAD-BASED EMPLOYEE SHARE PLAN	means the Company's Broad-Based Employee Share Plan that is the subject of approval under resolution 6.
COMPANY OR WAGNERS	means Wagners Holding Company Limited ACN 622 632 848.
CONSTITUTION	means the constitution of the Company.
CORPORATIONS ACT	means the *Corporations Act 2001* (Cth).
CORPORATIONS REGULATIONS	means the *Corporations Regulations 2001* (Cth).
DIRECTORS	means the directors of the Company.
EXECUTIVE STI PLAN	means the Company's Executive STI Plan that is the subject of approval under resolution 5.
EXPLANATORY MEMORANDUM	means the explanatory memorandum attached to the Notice of Meeting.
KEY MANAGEMENT PERSONNEL	means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).
LISTING RULES	means the listing rules of ASX.
LTI	means the long-term incentive agreed to between the Company and Mr Cameron Coleman to be issued on 12 November 2026 under and in accordance with the terms of the Omnibus Incentive Plan.
NOTICE OF MEETING	means the notice of meeting and includes the Explanatory Memorandum.
OMNIBUS INCENTIVE PLAN	means the Company's omnibus incentive plan that is the subject of approval under resolution 4.
OPTION	means an option to acquire a Share.
REMUNERATION REPORT	means the section of the Directors' report for the 2026 financial year that is included under section 300A(1) Corporations Act.
SHARES	means the existing fully paid ordinary shares in the Company.
SHAREHOLDER	means a person who is the registered holder of Shares.
STI	means short term incentive.

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GLOSSARY

ANNEXURE A

Omnibus Incentive Plan — summary of terms

Eligibility	The Board may designate a full-time or permanent part-time employee of one or more companies in the Wagners group, contractor or consultant as an eligible participant for the purposes of the Plan.
Form of equity	Awards of fully paid ordinary shares, options, performance rights and share appreciation rights can be made under the Plan. Shares can be granted to eligible employees under a free grant (receiving an allocation of shares for no consideration) or salary contribution agreement. An option confers a right to acquire a share during the exercise period, subject to the satisfaction of any vesting conditions, the payment of the exercise price for the option set out in the offer, and otherwise in the manner required by the Board and specified by the offer. A performance right confers an entitlement to be issued, transferred or allocated one share after the vesting date, subject to any disposal restrictions, the satisfaction of the vesting conditions, and any other requirements contained in the offer. A share appreciation right confers an entitlement to be issued, transferred or allocated the number of shares calculated under the terms of the Plan after the vesting date, subject to any disposal restrictions, the satisfaction of the vesting conditions and any other requirement contained in the offer. The Board may decide, in its absolute discretion to substitute the issue, transfer or allocation of these shares for the payment of a cash amount.
Terms of award	A grant of an award under the Plan is subject to both the rules of the Plan and the terms of the specific offer.
Exercise price	Exercise price is the amount set out in the offer and means the price payable on exercise of an option to acquire the underlying share.
Exercise	Subject to the satisfaction of vesting conditions, a participant may exercise an option at any time in the exercise period by delivering a notice of exercise and paying the exercise price to the Company. A share issued, transferred or allocated on the exercise of any option or under a performance right or share appreciation right after vesting will rank equally with all existing shares of that class from the date of allotment, subject to the terms of the trust deed constituting the trust (if relevant). If the shares are officially quoted by ASX, the Company will apply to ASX for official quotation of any shares issued, transferred or allocated to a participant (unless already quoted).
Change of control	**Unexercised Options** If a specified change of control trigger event (e.g. a person acquiring voting power in more than 50% of the ordinary shares in the Company, lodgment with ASIC of an order of the court in connection with a scheme of arrangement, the Company disposes of the whole or a substantial part of its assets or undertaking) occurs, the Company may: (a) buy-back options held by a participant; (b) arrange for options or other rights to acquire shares or other equity interests in the bidder to be granted to the participants on substantially the same terms as the options, but with any appropriate and reasonable adjustments decided by the Board to ensure the participants are not materially financially disadvantaged; (c) allow the options to continue in accordance with their terms; (d) allow the options to vest immediately and be exercised by a participant (irrespective of whether any vesting conditions are satisfied); or (e) proceed with a combination of any of the above.

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ANNEXURE A (CONTINUED)

Change of control (continued)	**Performance rights and share appreciation rights** Unless the Board decides otherwise, if a change of control trigger event occurs, the vesting date of all performance rights and share appreciation rights is the date on which the change of control trigger event occurs or another date decided by the Board. After the occurrence of a change of control trigger event, the Board must decide whether the performance rights and share appreciation rights (or a pro rata proportion of performance rights and share appreciation rights) vest on the changed vesting date. If the Board decides that performance rights and share appreciation rights do vest, the Company must either: (f) issue, transfer or allocate Shares to Participants as soon as reasonably practicable; (g) pay to the Participant a cash payment for the Performance Rights and Share Appreciation Rights; (h) arrange for shares or other equity interests to be issued in the Bidder in lieu of Shares on the terms decided by the Board as soon as reasonably practicable; or (i) proceed with a combination of these alternatives. If the Board decides that performance rights and share appreciation rights do not vest: (j) the Board may arrange for rights in the bidder to be granted to the participant on terms decided by the Board and the performance rights and share appreciation rights will immediately lapse; or (k) those performance rights and share appreciation rights immediately lapse, unless the Board decides otherwise. **Shares** The Board may specify in the offer a particular treatment applicable to shares upon the occurrence of a change of control trigger event. The Company and the participant agree that a participant may be provided with shares in the bidder in substitution for the shares, on substantially the same terms as the shares, but with appropriate adjustments as to the number and type of shares.
Lapse	If one of the following events occurs: (a) the eligible participant is lawfully terminated from employment with the group or consultancy arrangement with the group; (b) the eligible participant resigns or vacates from the Board, employment or consultancy with the group; or (c) the eligible participant is made redundant, then, subject to the Board deciding otherwise, the eligible participant's options, performance rights and share appreciation rights will lapse in the following manner: (d) if the event occurs between the grant date and vesting, performance rights and share appreciation rights lapse immediately; (e) if the event occurs on or before the vesting date, the options lapse immediately; and (f) if the event occurs during the exercise period, the expiry date is adjusted to the date set out in the offer or a later date decided by the Board.

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ANNEXURE A (CONTINUED)

Lapse (continued)	In the event of death or disability (inability to perform normal duties) of the eligible participant, subject to the Board deciding otherwise: (g) if the event occurs between the grant date and vesting, performance rights and share appreciation rights do not lapse; (h) if the event occurs on or before the vesting date, options lapse 90 days after the death or disability; and (i) if the event occurs during the exercise period, there is no adjustment and the representative of the eligible participant's estate may exercise the options before the expiry date. In the event that the eligible participant loses control of their permitted nominee and the awards are not transferred to the eligible participant in accordance with the terms of the Plan, subject to the Board deciding otherwise: (j) the performance rights lapse immediately if the event occurs between grant date and vesting; (k) the share appreciation rights lapse immediately (unless they are transferred to the eligible participant) if the event occurs between grant date and vesting, or (l) options lapse immediately if the event occurs on or before the vesting date or during the exercise period. Unless the Board decides otherwise or as otherwise specified in an offer, an option that has not been exercised on or before the expiry date lapses at 5.00pm AEST on the day after the expiry date.
Share issues	**Participation in further issues** A participant (other than a participant that has been issued, transferred or allocated shares in accordance with an award) can only participate in a new issue of shares if: (a) the option has been exercised; or (b) shares have been issued, transferred or allocated for their performance rights or share appreciation rights. If a pro rata or cash issue of securities is awarded by the Company, the number of shares: (c) to be issued on exercise of an option and the Exercise Price; or (d) over which a Performance Right or Share appreciation right exists, will be adjusted as specified in the Listing Rules and written notice will be given to the participant. **Reconstructions** If there is any reconstruction of the issued share capital of the Company (including consolidation, sub-division, reduction or return), the number of Shares: (a) issued to a participant under the Plan; (b) to be issued on exercise of an option; or (c) over which a performance right or share appreciation right exists, will be adjusted to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital.
Transfer of awards	Participants may only: (a) create a Security Interest in; or (b) transfer, assign, dispose or otherwise deal with, awards, or any interest in awards, with the prior written consent of the Board. The transmission of awards to a legal representative of an eligible participant following their death may be made without prior written consent of the Board. The offer may contain a disposal restriction which could restrict the creation of a security interest in, or the transfer, assignment disposal or otherwise dealing with, a share issued, transferred or allocated to the participant on acceptance, exercise or vesting of an award.

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ANNEXURE A (CONTINUED)

Dividends	A participant does not have the right to participate in dividends on shares until the shares are issued, transferred or allocated, including: (a) on the exercise of an option; or (b) after vesting of the performance rights or share appreciation rights.
Voting rights	A participant does not have the right to vote in respect of an option, a performance right or a share appreciation right.
Administration of the Plan	The decision of the Board as to the interpretation, effect or application of the Plan is final. In exercising a power or discretion conferred on it by the Plan, the Board is not under a fiduciary or other obligation to any other person. Where the Board, the Company, or their delegates may exercise any right or discretion to make a decision, it may do so in its absolute discretion, conditionally or unconditionally, and without being required to give reasons or act reasonably. The Board may delegate any of its functions and powers conferred on it by the Plan to a committee made up of a person or persons capable of performing those functions and exercising those powers. The Board may make policy and regulations for the operation of the Plan and may delegate functions to an appropriate service provider or employee capable of performing those functions and implementing those policies. The Board or committee may take and rely upon independent professional or expert advice on the exercise of their powers or discretions.
Amendment	The Board must not make any amendment to the Plan which would have the effect of materially adversely affecting or prejudicing the rights of any Participant holding awards at that time. This does not apply to amendments: (a) which comply with the Constitution, Corporations Act, Listing Rules or any other law affecting the maintenance or operation of the Plan; (b) which correct a manifest error; or (c) which address potential adverse tax implications affecting the Plan arising from changes to laws relating to taxation or the interpretation of laws relating to taxation. Subject to this restriction, the Board may amend the Plan in any manner it decides.
Termination	The Plan may be terminated or suspended at any time by the Board and that termination or suspension will not have any effect on or prejudice the rights of any Participant holding awards at that time.
Trust	The Company may create a trust for the purpose of holding, transferring or allocating awards (or shares on exercise or vesting of an award) in connection with the Plan and any other employee incentive plan operated by the Company or its subsidiaries from time to time. The Board may determine and conclude such arrangements with a trustee of any trust, and enforce or prosecute any rights and obligations under such agreements, without reference or recourse to the participants under the Plan. Subject to the terms of the trust deed and without limiting the Company's rights in this regard, the Company may, pursuant to and in accordance with any such agreements: (a) provide funds to the trustee in order to allow the trustee to subscribe for and/or acquire shares to be held on behalf of participants under the Plan; (b) pay the trustee for services provided in connection with the Plan and the trust; (c) remove the trustee and appoint a new trustee (and make any necessary arrangements or provisions for the transfer of a participant's shares held by the trustee to a new trustee); and (d) otherwise exercise any rights, responsibilities or powers afforded to it under its trust deed.

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ANNEXURE B

Executive STI Plan — summary of terms

Eligibility	The Board may designate any employee of, or contractor to, the Wagners group, including Directors (other than non-executive Directors) and members of senior management as an eligible participant for the purposes of the plan.
Form of equity	A participant will receive their STI amount in the percentages of a cash payment or share issue, as specified in the offer.
Terms of award	Offers may be made by the Board on a differential basis to eligible employees, different classes of eligible employees or to eligible employees within the same class, as the case may be.
Offer	The Company may offer a STI to an eligible employee by providing the eligible employee with an offer which must contain, among other matters: (a) the relevant performance year to which the offer relates; (b) the percentage of the eligible employee's gross salary to be used in the determination of the eligible employee's STI amount; (c) the percentage of the eligible employee's gross salary which is capable of being received as a cash payment if the performance hurdles are met; (d) the percentage of the eligible employee's gross salary which is capable of being received as a Share issue if the performance hurdles are met; (e) any financial performance hurdle for the Company for the performance year; (f) any non-financial performance hurdle for the Company for the performance year; and (g) the date of calculation of the STI amount.
Confirmation	Following the completion of the audited annual accounts for a performance year, a confirmation will be issued to each participant. The confirmation will be in a form the Board determines and will include: (a) the participant's STI amount for the performance year calculated in accordance with the performance hurdles (as applicable in the offer); and (b) the date on which the STI amount will be paid.
Share issuance	A participant's share issue will be: (a) made to a participant as soon as reasonably practicable following the confirmation for the performance year; and (b) an issue of Shares that will rank equally with, and have the same rights as, all existing Shares of that class from the date of issue. The Company will apply to ASX for official quotation of any Shares issued to a participant, within the time prescribed by the Listing Rules but, in any event, within 10 business days of the issue of those Shares.
Cash payment	A participant's cash payment will be paid by the Company: (a) (less any tax, social security contributions or other levies) to a participant as soon as reasonably practicable following the confirmation for the performance year; and (b) to the participant, or as directed by the participant.

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ANNEXURE B (CONTINUED)

No interest in shares	An eligible employee shall have no interest in Shares the subject of a STI unless and until a Share issue is made to that eligible employee.
Change of control	If a change of control occurs (e.g. a change in the composition of the board, a change in control of more than half the voting rights attaching to shares of the company or a change of control of more than half the issued shares of the Company), the Board must determine, in its discretion, whether the pro-rata performance of the Company from the beginning of the performance year until the change of control warrants the making of a pro-rata STI payment to the participant.
Amendment	Subject to the Listing Rules, the plan may be amended by: (a) an ordinary resolution of the members of the Company in general meeting; or (b) to comply with the Corporations Act or Listing Rules or to effect technical or non-substantive amendments, a resolution of the Board. Any amendment must not adversely affect or prejudice any category of benefit that may be granted under the plan to any one participant.
Termination	The plan may be terminated or suspended at any time by the Board without prejudice to the rights of any participant entitled to a STI at that time.

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ANNEXURE C

Broad-Based Employee Share Plan — summary of terms

Eligibility	The Board may designate a full-time or permanent part-time Australian or New Zealand resident employee with one or more companies in the Wagners group, with a period of service as determined by the Board as at the date offers are made under the plan, other than: (a) a person who, immediately after the acquisition of Shares under the plan, would hold a legal or beneficial interest in more than 5% of the Shares on issue or would be in a position to cast, or control the casting of, more than 5% of the maximum number of votes that might be cast at a general meeting of the Company; or (b) a non-executive director, as an eligible participant for the purposes of the plan.
Participation in plan	After determining the eligible employees entitled to participate in the plan, the Board may make an offer to each of them. As soon as practicable after an acceptance of the offer by the participant, the Company will issue, transfer or allocate in the trust the number of Shares applied for by the participant. Shares acquired under the plan carry all of the same rights and obligations of other Shares, except for any rights attaching to Shares by reference to a record date before the date of issue or transfer. The Company will apply to ASX for official quotation of any Shares issued, transferred or allocated in the trust (unless already quoted) to a participant within the time prescribed by the Listing Rules but, in any event, within ten business days of the issue of those Shares.
Disposal	A participant may not dispose of any interest in a Share issued or transferred to it under the plan until the earlier of the: (a) end of the period of three years (or any longer period specified in an offer) commencing on the date of issue or transfer of the Share; (b) date on which the participant is no longer employed by a Wagners group member; and (c) end of any other period determined by the Board in accordance with relevant law.
Change of control	Unless the Board decides otherwise, the restriction on disposal ceases to apply immediately upon the occurrence of a change of control trigger event (e.g. a person acquiring voting power in more than 50% of the ordinary shares in the Company, lodgment with ASIC of an order of the court in connection with a scheme of arrangement, the Company disposes of the whole or a substantial part of its assets or undertaking).
Trust	The Board may determine and conclude such arrangements with the trustee of the trust (being a trust created for the purpose of holding or acquiring Shares in connection with the plan and any other employee incentive plan operated by the Company or its subsidiaries), and enforce or prosecute any rights and obligations under such agreements, without reference or recourse to the participants under this plan. Each participant will be advised of the number of Shares that have been allocated to him or her in the trust as soon as reasonably practicable following the date of allocation of the Shares. All Shares allocated in the trust to participants under the plan will rank equally in all respects with other Shares for the time being on issue by the Company subject to the terms of the trust (except as regards to rights attaching to such other Shares by reference to a record date prior to the date of their allocation or transfer).

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GLOSSARY

ANNEXURE C (CONTINUED)

Amendment	The Board may amend the plan in any manner it decides other than an amendment which would have the effect of materially adversely affecting or prejudicing the rights of any participant holding Shares at that time, except for amendments: (a) to comply with the Constitution, Corporations Act, Listing Rules or any other law affecting the maintenance or operation of the plan; (b) to correct a manifest error; or (c) to address potential adverse tax implications affecting the plan arising from changes to laws relating to taxation, the interpretation of laws relating to taxation by the relevant governmental authorities (including the release of any ruling), courts or tribunals.
Termination	The plan may be terminated or suspended at any time by the Board and that termination or suspension will not have any effect on or prejudice the rights of any participant under the plan at that time.

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Postal Address

PO Box 151
Drayton North
Toowoomba QLD 4350, Australia

Street Address

11 Ballera Ct
1511 Toowoomba-Cecil Plains Rd
Wellcamp QLD 4350

Telephone +61 7 4637 7777
Fax +61 7 4637 7778

ACN 622 632 848

www.wagner.com.au

ONLINE MEETING GUIDE

Computershare

GETTING STARTED

If you choose to participate online you will be able to view a live webcast of the meeting, ask the Directors questions online and submit your votes in real time. To participate online visit **https://meetnow.global/au** on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

TO LOG IN, YOU MUST HAVE THE FOLLOWING INFORMATION:

Australian Residents

SRN or HIN and postcode of your registered address.

Overseas Residents

SRN or HIN and country of your registered address.

Appointed Proxies

Please contact Computershare Investor Services on +61 3 9415 4024 during the online registration period which will open 1 hour before the start of the meeting to receive an email invitation.

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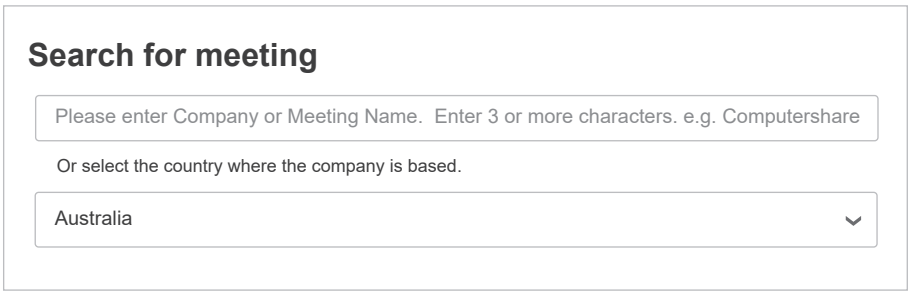
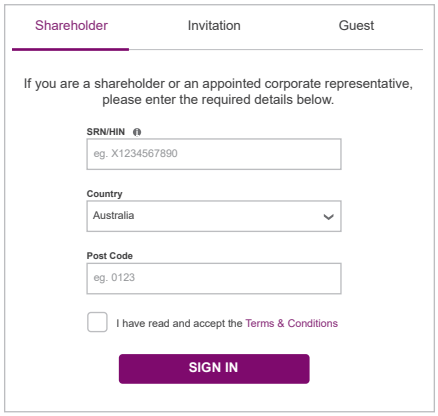
PARTICIPATING AT THE MEETING

To participate in the online meeting, visit **https://meetnow.global/au**. Then enter the company name in the 'Search for meeting' field. Select and click on the displayed meeting.



To register as a shareholder

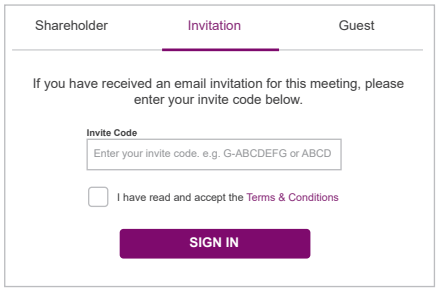
Select 'Shareholder', enter your SRN or HIN and select your country. If within Australia, also enter your postcode.



or

To register as a proxyholder

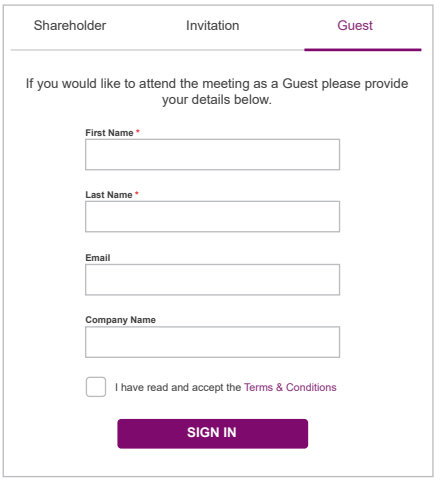
To access the meeting, click on the link in the invitation email sent to you. Or select 'Invitation' and enter your invite code provided in the email.



or

To register as a guest

Select 'Guest' and enter your details.



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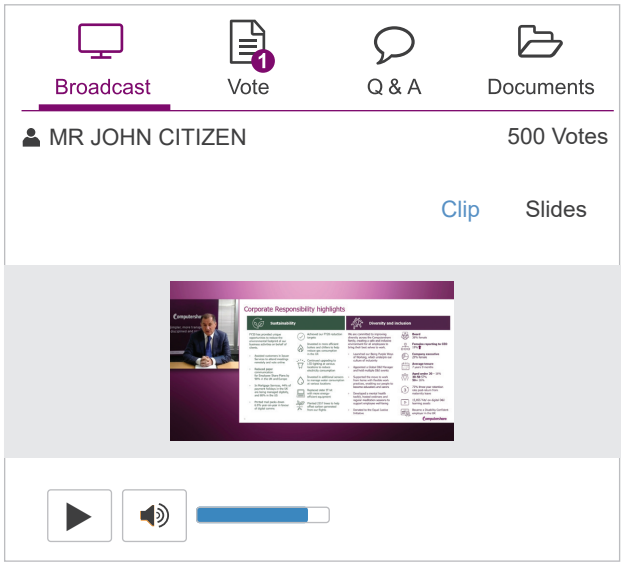
Broadcast

The webcast will appear automatically once the meeting has started. If the webcast does not start automatically, press the play button and ensure the audio on your computer or device is turned on.

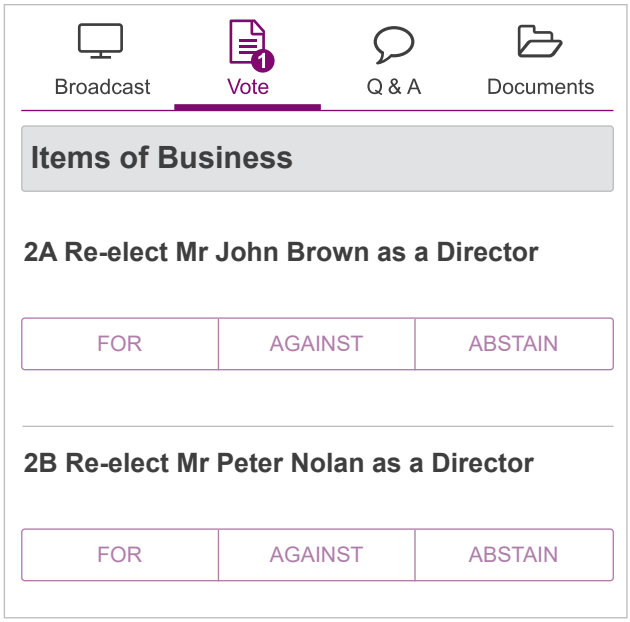


Vote

When the Chair declares the poll open, select the 'Vote' icon and the voting options will appear on your screen.

To vote, select your voting direction. A tick will appear to confirm receipt of your vote.

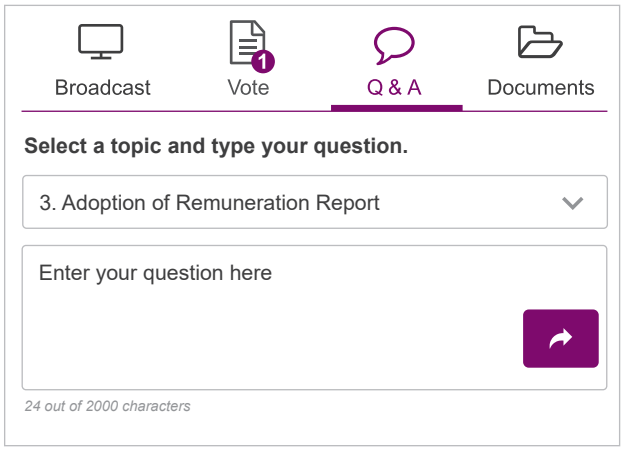
To change your vote, select 'Click here to change your vote' and press a different option to override.



Q & A

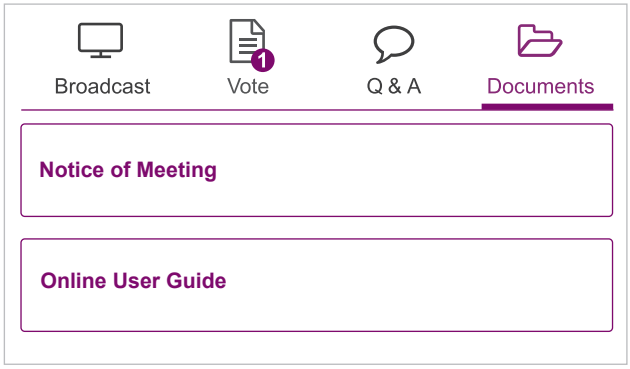
To ask a question select the 'Q & A' icon, select the topic your question relates to. Type your question into the chat box at the bottom of the screen and press

To ask a verbal question, follow the instructions on the virtual meeting platform.



Documents

To view meeting documents select the 'Documents' icon and choose the document you wish to view.



FOR ASSISTANCE

If you require assistance before or during the meeting please call +61 3 9415 4024.

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Wagners Holding Company Ltd
ABN 49 622 632 848

Need assistance?

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

Online:
www.investorcentre.com/contact

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

YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:00am (Brisbane time) on Tuesday, 10 November 2026.**

Proxy Form

For personal use only

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 and select "Printable Forms".

Lodge your Proxy Form: XX

Online:

Lodge your vote online at 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: 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 Wagners Holding Company Ltd 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 Wagners Holding Company Ltd to be held at The Oaks Toowoomba, 25 Annand Street, Toowoomba QLD 4350 and virtually via https://meetnow.global/MJ596Q6 on Thursday, 12 November 2026 at 9:00am (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 Resolutions 1, 4, 5, 6 and 8 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 4, 5, 6 and 8 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 4, 5, 6 and 8 by marking the appropriate box in step 2.

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	Directors' remuneration report	☐	☐	☐
Resolution 2	Re-election of Mr John Wagner	☐	☐	☐
Resolution 3	Re-election of Mr Ross Walker	☐	☐	☐
Resolution 4	Approval of Omnibus Incentive Plan	☐	☐	☐
Resolution 5	Approval of Executive STI Plan	☐	☐	☐
Resolution 6	Approval of Broad-Based Employee Share Plan	☐	☐	☐
Resolution 7	Renewal of proportional takeover approval provisions	☐	☐	☐
Resolution 8	Approval of participation in Omnibus Incentive Plan – grant of Options to a related party: Mr. Cameron Coleman	☐	☐	☐

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)*

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

Mobile Number	Email Address

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