

**WINPAR HOLDINGS LIMITED**  
ACN 003 035 523

GPO Box 4248  
Sydney  
New South Wales 2001  
22 October 2019

**ANNUAL GENERAL MEETING 2019**

The annual general meeting of members of Winpar Holdings Limited for the year ended 30 June 2019 will be held at 4.00 pm on Tuesday 26 November 2019 in the meeting room on Level 11, 66 Clarence Street, Sydney, New South Wales.

**BUSINESS**

The business of the meeting will be:

1. To consider the accounts for the year ended 30 June 2019.
2. To consider and if thought fit to pass the following resolution as an advisory resolution:  

That the remuneration report be adopted.
3. To consider and if thought fit to pass the following resolution as an ordinary resolution:  

That Frank Malcolm re-elected as a director of the company.
4. To consider and if thought fit to pass the following resolution as an ordinary resolution:  

That Steven Pritchard be re-elected as a director of the company.
5. To consider and if thought fit to pass the following resolution as an ordinary resolution:  

That Gordon Elkington be re-elected as a director of the company.
6. To consider and if thought fit to pass the following resolution as an ordinary resolution:  

That for the purposes of sub-rule (1) of rule 6.25 of the NSX Listing Rules, and for all other purposes, the company be authorised to issue up to 1,183,005 additional new shares during the 12 month period following the conclusion of the meeting.

## NOTES

2. Under section 300A of the *Corporations Act* the directors' report must include a separately identified remuneration report. The report appears on page 6 of the annual report. The company is required to submit the report for adoption at the annual general meeting.
3. Frank Malcolm retires by rotation and, being eligible, offers himself for re-election.
4. Steven Pritchard retires by rotation and, being eligible, offers himself for re-election.
5. Gordon Elkington retires by rotation and, being eligible, offers himself for re-election.
6. The power of the company to make placements of new shares is limited in general terms by sub-rule (1) of rule 6.25 of the NSX Listing Rules, which allows the company to make placements of up to 15 percent of the minimum number of shares on issue at any time during the 12 month period preceding any placement. The company must obtain the consent of shareholders in general meeting if it wishes to be able to issue more shares than this.

The number of shares on issue at 30 June 2019 was 4,732,020, and 15 percent of this is 709,803. The company is seeking shareholder approval to be able to issue a further 25 percent of the shares on issue at 30 June 2019 during the 12 month period following the conclusion of the meeting. This is 1,183,005 additional new shares.

The directors of the company are in agreement that the company needs to expand, so that its fixed costs are spread over a larger capital base. One way in which the company can expand its capital is by issuing some of its own shares in consideration or part consideration for shares in one or more other companies as it did, for example, when it acquired a controlling interest in Penrose Club Holdings Limited in the year ended 30 June 2018. If shareholders approve the additional placement capacity, it will give the company greater flexibility in raising capital if the board can identify one or more suitable new investment opportunities during the 12 months following the conclusion of the meeting.

It is not intended that there should be any changes to the nature or the general scale of the company's activities.

Gordon Elkington  
Secretary

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**FORM OF PROXY**

I/we, ....., of .....

....., being a member of Winpar Holdings Limited, hereby appoint

..... or, failing that person, the Chairman of the

Meeting, to attend on my behalf and vote at the general meeting of the company to be held at 4.00 pm on

Tuesday 26 November 2019.

**VOTING DIRECTIONS**

	For	Against	Abstain
2. Adoption of the remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-election of Frank Malcolm	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Re-election of Steven Pritchard	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Re-election of Gordon Elkington	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Approval of issue of new shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**SIGNATURE**

Security holder 1	Security holder 2	Security holder 3
Sole director and sole company secretary	Director	Director / company secretary

## INSTRUCTIONS FOR COMPLETION OF PROXY FORM

### APPOINTMENT OF A PROXY

You may appoint a proxy to attend at the meeting and vote on your behalf. You may if you wish appoint the Chairman of the Meeting to act as your proxy. If you do not name a proxy, or if your named proxy does not attend the meeting, the Chairman of the Meeting will act as your proxy. A proxy need not be a shareholder in the Company.

### VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All of your shares will be voted in accordance with such a direction unless you indicate that only a portion of your voting rights are to be exercised by the proxy holder. If you do not mark any of the boxes on a given item your proxy may vote as he or she chooses.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional form may be obtained from the Company or you may copy this form.

To appoint a second proxy you must mark on each proxy form the percentage of your voting rights or the number of shares represented by that form. If the forms do not specify the percentage of voting rights or the number of shares represented, each proxy may exercise half of your votes.

### SIGNING INSTRUCTIONS

Where the holding is in one name, the proxy form must be signed by the holder.

Where the holding is in joint names, the form must be signed by each shareholder.

Where the proxy is executed under a power of attorney, a copy of the power of attorney must be attached to the form.

Where the holder is a company, the form must be signed:

- (a) where the company has a sole director who is also the secretary, by that person;
- (b) where the company has a sole director but no secretary, by the sole director;
- (c) otherwise, by a director jointly with another director or the secretary.

### VOTING EXCLUSION STATEMENTS

The company will disregard any votes cast on resolution 2 by or on behalf of any of the following persons (*prohibited voters*):

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- (a) a member of the key management personnel of the company (*KMP*); or
- (b) a closely related party of such a member.

However a prohibited voter may cast a vote on resolution 2 as a proxy if the vote is not cast on behalf of another prohibited voter and either:

- (c) the first mentioned prohibited voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- (d) the first mentioned prohibited voter is the Chairman and the appointment of the Chairman as proxy:
  - (da) does not specify the way the proxy is to vote on the resolution; and
  - (db) expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

The company will also disregard any votes cast on resolution 6 by or on behalf of any person who is expected to participate in or who will obtain a material benefit as a result of any issue of shares authorised by this resolution. However a prohibited voter may cast a vote on resolution 2 as a proxy if the vote is not cast on behalf of another prohibited voter and either:

- (a) the first mentioned prohibited voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- (b) the first mentioned prohibited voter is the Chairman and the appointment of the Chairman as proxy:
  - (ba) does not specify the way the proxy is to vote on the resolution; and
  - (bb) expressly authorises the Chairman to exercise the proxy as the Chairman decides.

#### LODGEMENT OF PROXY FORM

The proxy form, together with any power of attorney under which it is signed, may be delivered to the company at its registered address, Level 11, 66 Clarence Street, Sydney, New South Wales 2000 or posted to the company at GPO Box 4248, Sydney, New South Wales 2001. It may also be sent to the company by facsimile to (02) 4920 2878. It must be received no later than 4.00 pm on Sunday 24 November 2019.