



CORPORATE GOVERNANCE STATEMENT

Wagners Holding Company Limited ACN 622 632 848



Wagners Holding Company Limited is committed to achieving and demonstrating the effective and high standards of corporate governance. Wagners Holding Company Limited has reviewed its corporate governance practices against the Corporate Governance Principles and Recommendations (4th edition) published by the ASX Corporate Governance Council (**Recommendations**). A description of Wagners Holding Company Limited's current corporate governance practices is set out in the Wagners Holding Company Limited's corporate governance statement, which can be viewed on the Wagners website at <https://investors.wagner.com.au/corporate-governance>.

The 2025 Corporate Governance Statement was approved by the Board and is current as at 30 September 2025. It reflects the corporate governance practices in place throughout the 2025 financial year. The Company will update its corporate governance practices as required and measure against the *Corporate Governance Principles and Recommendations (4th edition)* during the 2026 financial year.

The following statement explains how Wagners Holding Company Limited complies with the Recommendations and any reasons where there may be non-compliance. The Board is of the opinion that except as otherwise detailed in this statement, it complies with the Recommendations.

PRINCIPLE 1

LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

PRINCIPLES AND RECOMMENDATIONS

WAGNERS' PRACTICE WITH REFERENCE TO RECOMMENDATION

1.1 A listed entity should have and disclose a board charter setting out:

- (a) the respective roles and responsibilities of its board and management;
- (b) those matters expressly reserved to the board and those delegated to management.

The Board is responsible for the overall corporate governance of Wagners.

The role of the Board and delegation to management are formalised in the corporate governance charter which outlines the main corporate governance practices at Wagners. The Charter sets out the matters specifically reserved for the Board and the powers delegated to its management. The Board and each Director are committed to the charter. The Board delegates responsibility for day-to-day management of Wagners to the Managing Director but retains responsibility for the overall strategy and risk profile of Wagners.

The conduct of the Board and management is also governed by Wagners' constitution, and where there is inconsistency with that document, the constitution prevails to the extent of the inconsistency. The charter will be reviewed and amended from time to time as appropriate taking into consideration practical experience gained in operating as a listed company.

1.2 A listed entity should undertake appropriate checks before appointing a person as a director or senior executive or putting someone forward for election as a director, and provide security holders with all material information relevant to a decision on whether or not to elect or re-elect a director.

Wagners has completed police checks, insolvency and banned Director searches in relation to the existing Directors. Wagners has a policy that before any senior executive is appointed, appropriate police, insolvency and any other appropriate checks are undertaken.

The Nomination Committee is responsible for providing recommendations to the Board regarding the appointment of a new Director. The Nomination Committee is responsible for ensuring appropriate checks are conducted for future appointments prior to any recommendation being made.

Wagners provides its security holders with information relevant to a shareholder's decision to appoint or re-elect a Director in the Notice of Meeting for Wagners Annual General Meeting.

PRINCIPLES AND RECOMMENDATIONS**WAGNERS' PRACTICE WITH REFERENCE TO RECOMMENDATION**

1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Wagners has entered into written agreements with each Director and senior executive setting out the terms of their appointment.
1.4 The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	Wagners' company secretary has a direct relationship with the Board, through the Chairman, on all matters to do with the proper function of the Board and operates independently of the executive. This is consistent with the charter and corporate structure of Wagners.
1.5 A listed entity should: (a) have and disclose a diversity policy and disclose the policy. (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: (1) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or (2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.	Wagners' Board has adopted a Diversity Policy (a copy of which is on Wagners' website at https://investors.wagner.com.au/media/1058/diversity-policy-wagners.pdf). The Diversity Policy requires the Board to set measurable objectives for obtaining diversity goals. The Board reviews and measures the diversity statistics obtained through its gender reporting requirements and uses that information to improve diversity. The objectives are implemented by internal review and regular reporting to the Board about the engagement of staff within the different divisions of the Company. Wagners has complied with its reporting requirements as a relevant employer under the <i>Workplace Gender Equality Act 2012</i> (Cth) with the most recent indicators published in the 2025 compliance report.
1.6 A listed entity should have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors and, at the end of each reporting period, whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	At least once per year, performance of the Board, committees and individual directors is reviewed and assessed. The requirement for these reviews is set out in the Corporate Governance Charter. The Chairman, with assistance from the Nomination Committee, annually assesses the performance of Directors. The Chairman's performance is assessed by the other Directors.
1.7 A listed entity should have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and disclose for each reporting period whether such performance evaluation was undertaken in that period.	The Board's broad functions are to formulate strategy and set financial targets for Wagners, monitor the implementation and execution of strategy and performance against financial targets, appoint and oversee the performance of executive management, and generally take an effective leadership role in relation to Wagners. The Managing Director is responsible for evaluation of the performance of senior executives, based on a number of key performance objectives as considered by the Remuneration Committee. The Managing Director has evaluated the performance of these executives in line with the set objectives. The performance evaluation process will continue for future reporting periods and Wagners will ensure that appropriate disclosures in the remuneration report are made in relation to each reporting period as to the reviews that were undertaken and the processes followed.

PRINCIPLE 2

STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE

PRINCIPLES AND RECOMMENDATIONS

WAGNERS' PRACTICE WITH REFERENCE TO RECOMMENDATION

2.1 The board of a listed entity should:

(a) The company should have a nomination committee, which:

- (1) has at least three members, a majority of whom are independent directors; and
- (2) is chaired by an independent director.

and disclose

- (3) the charter of the committee;
- (4) the members of the committee; and
- (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or

(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.

The Board has established a Nomination Committee which is responsible for assisting the Board to fulfil its corporate governance responsibilities regarding nomination matters. As at the date of this Corporate Governance Statement, the committee has at least three members, a majority of whom are independent Directors. However, the committee did not have a majority of independent Directors during the period between Lynda O'Grady resigning as a Director, with effect from 22 August 2024, and Allan Brackin being appointed as an independent Non-Executive Director, with effect from 1 February 2025. The committee is currently chaired by Denis Wagner, who is not an independent Director. However, having regard to Denis Wagner's background and history with the Company, the Board considers it appropriate that he act as Chairman of the Nomination Committee.

The Nomination Committee Charter, included as part of Wagners' Corporate Governance Charter, outlines the committee's authority, duties, responsibility and relationship with the Board and is available on Wagners' Investor Website here: <https://investors.wagner.com.au/media/1057/corporate-governance-charter-wagners-ipo.pdf>.

The 2025 Annual Report provides details on the members of the committee, the number of times the committee met throughout the relevant period and the individual attendances of the members at those meetings.

2.2 A listed entity should have and disclose a board skills matrix, setting out the mix of skills that the board currently has or is looking to achieve in its membership.

Wagners aims to have an appropriate mix of expertise and experience on its Board and Committees so that the Board can discharge its corporate governance and oversight responsibilities. Together, the Directors have a broad range of experience, expertise, skills, qualifications and contacts relevant to Wagners and its business. The Board has undertaken a process throughout the period to identify the mix of skills and an initial matrix has been prepared.

As at 30 June 2025, the Board comprised five directors from diverse backgrounds with a range of skills and experience, with a combination of experience in:

- ▶ corporate strategy;
- ▶ business development;
- ▶ corporate governance;
- ▶ risk management;
- ▶ construction materials and services;
- ▶ manufacturing;
- ▶ investor relations;
- ▶ financial literacy;
- ▶ capital raising and financing;
- ▶ management and leadership; and
- ▶ legal.

While Wagners has not disclosed a skills matrix, more detailed information in relation to each of the individual director's skills and experience are available in Wagners' 2025 Annual Report.

<p>2.3 A listed entity should disclose:</p> <p>(a) the names of the directors that the board considers to be independent directors;</p> <p>(b) if a director has an interest, position or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p>The Corporate Governance Charter sets out the criteria adopted by the Board for considering if a director is independent. The Board, as at 30 June 2025 comprised five Directors, Denis Wagner, John Wagner, Ross Walker, Allan Brackin and Cameron Coleman. Ross Walker and Alan Brackin were considered independent Non-Executive Directors.</p> <p>Lynda O'Grady was considered an independent Non-Executive Director and resigned as a Director, effective 22 August 2024. Allan Brackin is considered an independent Non-Executive Director and was appointed as a Director with effect from 1 February 2025.</p> <p>The Board notes the following Directors have a relationship of the type described in Box 2.3 and are deemed to be not independent for the purposes of the Guidelines:</p> <ul style="list-style-type: none"> ▶ Denis Wagner (appointed 2 November 2017) – Denis holds a substantial interest in the Company. ▶ John Wagner (appointed 2 November 2017) – John holds a substantial interest in the Company. ▶ Cameron Coleman (appointed 1 July 2022) – Cameron is employed in an executive capacity by the Company. <p>The Board is of the opinion that Denis and John Wagners' positions as substantial holders of Wagners and Cameron Coleman's position as an executive of the Company aligns the interests of the directors with those of other security holders and does not compromise their capacity to bring an independent judgment to bear on issues before the Board. The Board believes that the current Board structure allows it to act in the best interests of the Company and all security holders.</p>
<p>2.4 A majority of the board should be independent directors.</p>	<p>As at 30 June 2025, the Company was a five member Board, of whom two (Ross Walker and Allan Brackin) were independent Non-Executive Directors. The Board was a four member Board with 1 independent Non-Executive Director during the period between Lynda O'Grady resigning as a Director, with effect from 22 August 2024, and Allan Brackin being appointed a Director, with effect from 1 February 2025. The Board considers that the structure of the Board does not compromise the directors' ability to act in the best interest of the entity as a whole. Additionally, the independent non-executive directors confer periodically as required without non-independent directors and senior executives present.</p>
<p>2.5 The chair of the board should be an independent director and, in particular, should not be the same person as the CEO of the entity.</p>	<p>The Chair of the Board, Denis Wagner is not the CEO. While Denis Wagner is not an independent Director, having regard to his background and history with the Company, the Board considers it appropriate that he acts as Chairman.</p>
<p>2.6 A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.</p>	<p>The Company has an induction program in place for new Directors. Directors are also given access to continuing education in relation to Wagners' business, its industry and any other information required by them to discharge the responsibilities of their office. This is consistent with the Corporate Governance Charter and process implemented by Wagners.</p>

PRINCIPLE 3

INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY

PRINCIPLES AND RECOMMENDATIONS

WAGNERS' PRACTICE WITH REFERENCE TO RECOMMENDATION

3.1 A listed entity should articulate and disclose its values.

Wagners Guiding Principles underpin its entire operations which are published on its website. Wagners strives for intrepid progress to achieve beneficial outcomes. We,

- ▶ Deal with **I**ntegrity
- ▶ Work **T**ogether to overcome challenges
- ▶ Work in a **S**afe environment
- ▶ Be **F**amily conscious
- ▶ Encourage and **A**cknowledge success
- ▶ Foster **I**nnovation
- ▶ **R**epresent quality and excellence

"IT'S FAIR"

3.2 A listed entity should:

- (a) Have and disclose a code of conduct for its directors, senior executives and employees; and
- (b) Ensure that the board or a committee of the board is informed of any material breaches of that code.

Wagners has adopted a code of conduct, which sets out a framework to enable its Directors, senior executives and employees to achieve the highest possible standards in the discharge of their duties and to give a clear understanding of best practice in corporate governance.

The Board is made aware of any material breaches of the code.

3.3 A listed entity should:

- (a) Have and disclose a whistleblower policy; and
- (b) Ensure that the board or a committee of the board is informed of any material incidents reported under that policy.

Wagners has adopted a Whistleblower Policy which manages whistleblower disclosures and provides clarity about how Wagners supports and protects whistleblowers when a disclosure is made, including the requirement to ensure the Board is informed of any material incidents reported. The Whistleblower Policy is available on Wagners' Investor website at <https://investors.wagner.com.au/media/1060/whistleblower-policy-wagners.pdf>.

3.4 A listed entity should:

- (a) have and disclose an anti-bribery and corruption policy; and
- (b) ensure that the board or a committee of the board is informed of any material breaches of that policy.

Wagners prohibits all forms of bribery and corruption and is committed to the prevention, detection and initiatives to eliminate bribery and corruption. The anti-bribery and anti-corruption policy is available on Wagners' Investor website at <https://investors.wagner.com.au/media/1055/anti-bribery-and-anti-corruption-policy-wagners.pdf>. The policy explains the terms bribery and corruption and outlines employees' responsibilities, the importance of a compliance program and the reporting process where employees detect instances of bribery and corruption. The Board must be informed of any material breach of the policy.

PRINCIPLE 4

SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS

PRINCIPLES AND RECOMMENDATIONS

WAGNERS' PRACTICE WITH REFERENCE TO RECOMMENDATION

4.1 The board of a listed entity should:

- (a) have an audit committee which:
 - (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and
 - (2) is chaired by an independent director, who is not chair of the board.

and disclose:

- (3) the charter of the committee;
 - (4) the relevant qualifications and experience of the members of the committee; and
 - (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
- (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.

Wagners has established an Audit and Risk Management Committee.

The Audit and Risk Management Committee comprises three Non-Executive Directors, the majority of which are independent directors. However, the committee comprised of only two Non-Executive Directors and did not have a majority of independent Non-Executive Directors during the period between Lynda O'Grady resigning as a Director, with effect from 22 August 2024, and Allan Brackin being appointed as an independent Non-Executive Director, with effect from 1 February 2025. The chair of the Audit and Risk Management Committee is Ross Walker, an independent Non-Executive Director. Wagners has an Audit and Risk Management Committee Charter which is included in Wagners' Corporate Governance Charter and is available on Wagners' Investor Website at:

<https://investors.wagner.com.au/media/1057/corporate-governance-charter-wagners-ipo.pdf>.

The primary objective of the committee is to ensure:

- ▶ effective management of financial and other material business risks;
- ▶ reliable management and financial reporting, including half and full year accounts;
- ▶ compliance with laws and regulations; and
- ▶ maintenance of an independent, effective and efficient audit.

The 2025 Annual Report provides details of:

- ▶ the members of the committee;
- ▶ the relevant qualifications and experience of the members of the committee;
- ▶ the number of times the committee met throughout the relevant period; and
- ▶ the individual attendances of the members at those meetings.

4.2 The board of a listed entity should, before it approves the financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

This is consistent with the approach adopted by the Audit and Risk Management Committee and Board. The Board requires and receives declarations and management representations in respect of the financial records and information of the Wagners business from the Managing Director and CFO for both the half-year and full-year results.

4.3 A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.

Wagners' external auditor audits and reviews any periodic corporate report that Wagners releases to the market.

PRINCIPLE 5

MAKE TIMELY AND BALANCED DISCLOSURE

PRINCIPLES AND RECOMMENDATIONS

5.1 A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.

5.2 A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.

5.3 A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.

WAGNERS' PRACTICE WITH REFERENCE TO RECOMMENDATION

Wagners has a written Continuous Disclosure Policy which is designed to ensure that all material matters are appropriately disclosed in a balanced and timely manner and in accordance with the requirements of the ASX Listing Rules. The policy is available on Wagners' Investor Website. The Directors consider at each board meeting whether any continuous disclosure issues arose during the meeting.

Copies of all material market announcements are provided to the Board prior to or simultaneously with the release of the relevant announcement and are also advised of any market announcements following their disclosure.

Any new and substantive investor presentations are released on the ASX Market Announcement Platform ahead of the presentation. Wagners also provides dial-in-details and links to a live webcast to all security holders for investor presentations published on the ASX Announcements Platform. Wagners also provides security holders with dial-in-details and links to a live webcast for the Annual General Meeting.

PRINCIPLE 6

RESPECT THE RIGHTS OF SECURITY HOLDERS

PRINCIPLES AND RECOMMENDATIONS

WAGNERS' PRACTICE WITH REFERENCE TO RECOMMENDATION

6.1 A listed entity should provide information about itself and its governance to investors via its corporate website.

Wagners has a website (www.wagner.com.au) which provides information about the company, the Directors, executives, the corporate governance charter, other applicable policies and any other information relevant to its investors.

6.2 A listed entity should have an investor relations program that facilitates effective two-way communication with investors.

Wagners aims to ensure that all security holders are well informed of all major developments affecting Wagners and is committed to facilitating effective communication with investors as a means of providing a better understanding of the Wagner business, governance and its financial performance. Key aspects of Wagners' investor relations framework includes:

- ▶ facilitation of full participation by security holders at the Company's AGM;
- ▶ two-way investor teleconferences and webcasts held on reporting half-year and full-year financial results;
- ▶ periodic investor relations road-shows for institutional investors; and
- ▶ contact details provided on market announcements where investors can seek further information.

6.3 A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.

Wagners facilitates effective participation in the AGM and encourages security holders to attend and actively participate in the meeting including providing the ability to submit written questions ahead of the AGM. Wagners adopts appropriate technologies to facilitate the effective communication and conduct of general meetings on a hybrid basis, allowing security holders to participate in meetings either virtually or in person.

6.4 A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.

All substantive resolutions at a meeting of security holders are decided by a poll and not a show of hands.

6.5 A listed entity should give security holders the option to receive communications from, and send communications to, the company and its security registry electronically.

Wagners has instructed its Share Registry to facilitate this option for investors, as well as future security holders at appropriate times. Throughout the period, Wagners has seen an increase in the number of security holders electing to receive all communications electronically.

Security holders may contact Computershare on 1300 850 505 (Australia) or +61 3 9415 4000 should they wish to elect to receive communications electronically. Alternatively, they can make this election via Computershare's Investor Centre, which is accessible using the following link <https://www.computershare.com/au>.

PRINCIPLE 7

RECOGNISE AND MANAGE RISK

PRINCIPLES AND RECOMMENDATIONS

WAGNERS' PRACTICE WITH REFERENCE TO RECOMMENDATION

7.1 The board of a listed entity should:

- (a) have a committee or committees to oversee risk, each of which:
 - (1) has at least three members, a majority of whom are independent directors; and
 - (2) is chaired by an independent director and disclose:
 - (3) the charter of the committee; and
 - (4) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
- (b) it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.

Wagners has an Audit and Risk Committee which is responsible for overseeing the Wagners risk management framework. As at the date of this statement, the Audit and Risk Management Committee comprises of three Non-Executive Directors, two of whom are independent directors. However, the committee comprised of only two Non-Executive Directors and did not have a majority of independent Non-Executive Directors during the period between Lynda O'Grady resigning as a Director, with effect from 22 August 2024, and Allan Brackin being appointed as an independent Non-Executive Director, with effect from 1 February 2025. The chair of the Audit and Risk Management Committee is an independent Non-Executive Director. Wagners has an Audit and Risk Management Committee Charter which is included in Wagners' Corporate Governance Charter which is available on Wagners' Investor Website at: <https://investors.wagner.com.au/media/1057/corporate-governance-charter-wagners-ipo.pdf>.

The role of the Audit and Risk Committee with respect to overseeing Wagners' risk management framework is to review and make recommendations to the board in relation to:

- ▶ the adequacy of the entity's policies and processes for managing risk;
- ▶ any incident involving fraud or other break down of the entity's internal controls; and
- ▶ the entity's insurance program, having regard to the entity's business and the insurable risks associated with its business.

The 2025 Annual Report provides:

- ▶ the members of the committee;
- ▶ the relevant qualifications and experience of the members of the committee;
- ▶ the number of times the committee met throughout the relevant period; and
- ▶ the individual attendances of the members at those meetings.

7.2 The board or a committee of the board should:

- (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and
- (b) disclose, in relation to each reporting period, whether such a review has taken place.

The Board with the assistance of the Audit and Risk Management Committee is responsible for the Company's risk management framework. The Audit and Risk Management Committee has endorsed the risk management framework and has reviewed the framework with management and will continue to undertake this review annually to satisfy itself that the framework continues to be sound and that the entity is operating with due regard to the risk appetite set by the Board. The annual review for 2025 is underway and will be completed prior to the end of the calendar year.

PRINCIPLES AND RECOMMENDATIONS**WAGNERS' PRACTICE WITH REFERENCE TO RECOMMENDATION**

<p>7.3 A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs;</p> <p>(b) or if it does not have an internal audit function, that fact and the processes the company employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	<p>Wagners does not have a formal internal audit function, however it employs appropriate processes for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes as set out in the Audit and Risk Management Committee Charter.</p> <p>The Board believes it, and the Audit and Risk Committee, have appropriate oversight of the Company's existing operations and risks.</p>
<p>7.4 A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.</p>	<p>The Audit and Risk Management Committee evaluates, reports and provides assurance to the Board in respect of any identified material exposure to environmental or social risks. In particular, the Audit and Risk Management Committee:</p> <ul style="list-style-type: none">▶ identifies and manages relevant risks that are material to Wagners;▶ complies with legal and regulatory requirements;▶ reports to the Board on the effectiveness of any response to incidents, risks and hazards; and▶ reports to the Board regarding the independent assurance and audit process and the outcomes of that process. <p>Wagners' 2025 Annual Report provides all information that security holders would reasonably require to assess any material exposure to environmental or social risks that could adversely affect Wagners. As at the date of this statement, other than as otherwise disclosed, Wagners does not have any known material exposure to environmental or social risks.</p>

PRINCIPLE 8

REMUNERATE FAIRLY AND RESPONSIBLY

PRINCIPLES AND RECOMMENDATIONS

WAGNERS' PRACTICE WITH REFERENCE TO RECOMMENDATION

8.1 The board of a listed entity should:

- (a) have a remuneration committee which:
 - (1) has at least three members; and
 - (2) is chaired by an independent director.

and disclose:

- (3) the charter of the committee;
 - (4) the members of the committee; and
 - (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
- (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.

Wagners has a Remuneration Committee. The committee consists of three members, a majority being independent Directors, and the Committee is currently chaired by an independent Director, Allan Brackin. However, the committee comprised of two members and did not have a majority of independent Non-Executive Directors between the period when Lynda O'Grady resigned as a Director with effect from 22 August 2024 and when Allan Brackin was appointed as an independent Non-Executive Director with effect from 1 February 2025. During this period, the Remuneration Committee continued to be chaired by an independent Director, Ross Walker, on an interim basis.

The Remuneration Committee is responsible for assisting the Board to fulfil its corporate governance responsibilities in regard to remuneration matters.

The Remuneration Committee Charter, which is included in Wagners' Corporate Governance Charter, outlines the committee's authority, duties, responsibility and relationship with the Board and is available on Wagners' Investor Website here: <https://investors.wagner.com.au/media/1057/corporate-governance-charter-wagners-ipo.pdf>.

The 2025 Annual Report provides:

- ▶ details on the members of the committee;
- ▶ the number of times the committee met throughout the relevant period; and
- ▶ the individual attendances of the members at those meetings.

8.2 A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors, and the remuneration of executive directors and other senior executives.

Wagners has adopted remuneration policies which comply with the Guidelines including separately disclosing the remuneration of Non-Executive Directors, and the remuneration of executive Directors and other senior executives in the 2025 Annual Report.

No Director or senior executive is involved directly in deciding their own remuneration.

8.3 A listed entity which has an equity-based remuneration scheme should:

- (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and
- (b) disclose that policy or a summary of it.

Wagners operates a Long Term Incentive Plan (LTI Plan), Exempt Plan and Short Term Incentive Plan (STI Plan). In accordance with Wagners' Securities Trading Policy participants are not permitted to enter into transactions which limit economic risk without written clearance. The Securities Trading Policy is available on the Wagners' Investor Website.

Wagners' 2025 Annual Report provides a summary of the key terms of the LTI Plan and STI Plan.



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