Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company/registered scheme/notified foreign passport fund name: Wagners Holding Company Limited

ACN/ARSN/APFRN NFPFRN (if applicable): 622 632 848

1. Details of substantial holder (1)

Name: John Wagner

ACN/ARSN/APFRN NFPFRN (if applicable):

There was a change in the interests of the substantial holder on: 25/11/2026

The previous notice was given to the company, or the responsible entity for a registered scheme, or the operator of a notified foreign passport fund on: 03/03/2026

The previous notice was dated: 03/03/2026

2. Previous and present voting power

The total number of votes attached to all the voting shares or interests in the company, scheme or fund that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company, scheme or fund are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary shares	59,218,176	29.65%	53,718,176	26.75%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company, scheme or fund, since the substantial holder was last required to give a substantial holding notice to the company or scheme or fund are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
See Annexure A					

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
John Wagner	John Wagner	John Wagner	Directly	15,821,928 fully paid ordinary shares	15,821,928
John Wagner	John Wagner Investments Pty Ltd as trustee for the JHW Family Trust	John Wagner Investments Pty Ltd as trustee for the JHW Family Trust	Indirect - John Wagner Investments Pty Ltd as trustee for the JHW Family Trust is an entity controlled by John Wagner	1,091,447 fully paid ordinary shares	1,091,447

John Wagner	Denis Wagner, Neill Wagner, Joe Wagner and Henry Wagner (and their respective trustee entities)	Denis Wagner, Neill Wagner, Joe Wagner and Henry Wagner (and their respective trustee entities)	Indirect - John Wagner (and his trustee entity) has a relevant interest in the securities held by each of Denis Wagner, Neill Wagner, Joe Wagner and Henry Wagner (and their respective trustee entities) as a result of a shareholders' deed of pre-emption (Annexure to previous notice) which gives John Wagner the power to control the exercise of a power to dispose of securities held by each of those persons for the purpose of section 608(1) Corporations Act 2001 (Cth) (including the 15,821,928 fully paid ordinary shares held by John Wagner and 801,064 fully paid ordinary shares held by John Wagner Investments Pty Ltd).	53,427,793 fully paid ordinary shares	53,427,793

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting securities in the company, scheme or fund are as follows:

Name and ACN/ARSN/APFRN (if applicable) and NFPFRN (if applicable)	Nature of association

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
John Wagner	1 Airport Drive, 1511 Toowoomba-Cecil Plains Road, Wellcamp QLD 4350

Signature

print name John Wagner capacity Substantial holder

sign here date 25/11/2026

DIRECTIONS

(1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.

(2) See the definition of "associate" in section 9 of the Corporations Act 2001.

(3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.

(4) The voting shares of a company constitute one class unless divided into separate classes.

(5) The person's votes divided by the total votes in the body corporate or scheme or fund multiplied by 100.

(6) Include details of:

(a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and

(b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

(7) Details of the consideration must include any and all benefits, money or otherwise, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

(8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".

(9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

ANNEXURE A

Wagners Holding Company Limited ACN 622 632 848

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
22 November 2019	John Wagner	14,201,056 ordinary shares acquired as part of the issuance of shares to Wagner Property Operations Pty Ltd pursuant to a priority sub-underwriting arrangement of the Company's pro-rata renounceable entitlement offer announced by the Company on 29 October 2019	$1.55 per ordinary share	14,201,056 ordinary shares	14,201,056
25 November 2019	John Wagner	Dilution by a pro rata issuance of 25,821,297 new ordinary shares under a non-renounceable entitlement offer	$1.55 per ordinary share	-	-
22 December 2021	John Wagner	Dilution by issuance of 421,778 new ordinary shares (employee shares)	$1.54 per ordinary share	-	-
1 April 2020	John Wagner	On market purchase	$0.7921 per ordinary share	290,383 ordinary shares	290,383
27 September 2024	John Wagner	Dilution by issuance of 565,513 new ordinary shares (employee shares)	$0.88 per ordinary share	-	-
28 August 2025	John Wagner	7,000,000 ordinary shares disposed of by Wagner Property Operations Pty Ltd way of special crossing	$2.50 per ordinary share	7,000,000 ordinary shares	7,000,000
9 September 2025	John Wagner	7,201,056 ordinary shares disposed of by Wagner Property Operations Pty Ltd way of special crossing	$2.62 per ordinary share	7,201,056 ordinary shares	7,201,056
12 September 2025	John Wagner	Dilution by issuance of 11,539,650 new ordinary shares (Placement)	$2.60	-	-
2 March 2026	John Wagner	15,000,000 ordinary shares disposed of by Joseph Wagner	$4.40 per ordinary share	15,000,000 ordinary shares	15,000,000
2 March 2026	John Wagner	14,027,718 ordinary shares disposed of by Neill Wagner	$4.40 per ordinary share	14,027,718 ordinary shares	14,027,718
2 March 2026	John Wagner	801,064 ordinary shares disposed of by Neill Wagner Investments Pty Ltd	$4.40 per ordinary share	801,064 ordinary shares	801,064
30 September 2026	John Wagner	Dilution by issuance of 1,057,712 new ordinary shares (employee shares)	$4.19 per ordinary share	-	-
25 November 2026	John Wagner	5,500,000 ordinary shares disposed of by John Henry Wagner	$4.35 per ordinary share	5,500,000 ordinary shares	5,500,000

This is annexure A referred to in form 604, Notice of change of interests of substantial holder.

Signature

print name John Wagner capacity Substantial holder

sign here date 25/11/2026