

ASX Announcement
19 September 2024

Peter Warren Automotive Holdings Limited

2024 Annual General Meeting documents

In accordance with the Listing Rules of the Australian Securities Exchange (ASX), Peter Warren Automotive Holdings Limited (ASX: PWR) encloses for immediate release the following information:

1. Shareholder Letter
2. Notice of Annual General Meeting
3. Proxy Form
4. Shareholder Question Form

The release of this announcement was authorised by Mr Victor Cuthell, Chief Financial Officer and Company Secretary.

-ENDS-

About Peter Warren

Peter Warren is an Automotive Dealership group with a rich heritage that has been operating in Australia for over 60 years. The Company operates 80+ franchise operations and represents more than 30 OEMs in the volume, prestige and luxury segments. Peter Warren operates across the eastern seaboard under various banners including Peter Warren Automotive, Frizelle Sunshine Automotive, Sydney North Shore Automotive, Mercedes-Benz North Shore, Macarthur Automotive, Penfold Motor Group, Bathurst Toyota and Volkswagen and Euro Collision Centre.

Further information can be found on the Company's website www.pwah.com.au/ or by contacting:

Investor and Media Enquiries

Katrina Dang
investors@pwah.com.au
+61 2 9828 8704

19 September 2024

Dear Shareholder,

On behalf of the Board of Peter Warren Automotive Holdings Limited (**Peter Warren**), I am pleased to invite you to attend the 2024 Annual General Meeting (**AGM**) of Peter Warren. The Notice of Meeting (including Explanatory Memorandum) and Proxy Form set out the business of the AGM and provide details of how you may participate.

Peter Warren's 2024 AGM will be held on Tuesday, 22 October 2024 commencing at 10.00am (AEDT) at the office of Gilbert + Tobin, Level 35, Tower Two, International Towers, Sydney, 200 Barangaroo Avenue, Barangaroo NSW 2000.

An audio webcast of the AGM will be available at <https://meetings.linkgroup.com/PWR24> for Shareholders to listen to the proceedings and view the presentations. Shareholders who listen to the audio webcast and view the presentations online will not be able to vote or ask questions during the meeting via the webcast.

The business of the meeting includes:

- the consideration of Peter Warren's financial and statutory reports for FY24;
- the adoption of Peter Warren's Remuneration Report for FY24; and
- the election of John Eastham as a Non-Executive Director and my re-election as a Non-Executive Director.

The Notice of Meeting (including the Explanatory Memorandum) along with the Proxy Form and Shareholder Question form (**AGM Documents**) are available on the Peter Warren website at <https://www.pwah.com.au/site/investor-centre/annual-general-meeting-documents>. Only Shareholders who have elected to receive a hard copy of the AGM Documents will be mailed a physical copy of these documents. If you have not elected to receive a hard copy of the AGM Documents, and you wish to do so, please contact Peter Warren's share registry, Link Market Services Ltd on 1300 554 474 (Overseas +61 1300 554 474).

If you are unable to attend the AGM, you may appoint a proxy to attend and vote on your behalf via <https://investorcentre.linkgroup.com> or by following the instructions on the Proxy Form. Proxy appointments must be received by 10.00am (AEDT) on Sunday 20 October 2024. I encourage you to read the Notice of Meeting (including the Explanatory Memorandum) and the Proxy Form and consider directing your proxy on how to vote on each resolution by marking either the "for" box, the "against" box or the "abstain" box on the Proxy Form.

At the meeting, I will comment briefly on the performance of Peter Warren during the year ended 30 June 2024. For further information please also refer to the 2024 Annual Report, which is available on the Peter Warren website <https://www.pwah.com.au/site/investor-centre/annual-reports>.

Subject to the abstentions noted in the Explanatory Memorandum, the Directors of Peter Warren unanimously recommend that Shareholders vote in favour of all resolutions.

Thank you for your continued support of Peter Warren and I look forward to your attendance at the AGM.

Yours sincerely,



John Ingram
Chair

Peter Warren Automotive Holdings Limited
ACN 615 674 185

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2024 Annual General Meeting (**AGM** or **Meeting**) of shareholders of Peter Warren Automotive Holdings Limited (**Peter Warren** or **Company**) will be held:

Date: **Tuesday, 22 October 2024**

Time: **10.00am (AEDT)**

Venue: **Gilbert + Tobin**
Level 35, Tower Two, International Towers
Sydney, 200 Barangaroo Avenue,
Barangaroo NSW 2000

Webcast: An audio webcast of the AGM will be available at <https://meetings.linkgroup.com/PWR24> for shareholders to listen to the proceedings and view the presentations.

NOTE: Shareholders who listen to the audio webcast and view the presentations online will not be able to vote or ask questions during the meeting via the webcast.

The Explanatory Memorandum accompanying this Notice of Meeting provides additional information on matters to be considered at the AGM. The Explanatory Memorandum, Entitlement to Attend and Vote section and Proxy Form are part of this Notice of Meeting.

Further details on how to participate in the AGM are set out in this Notice of Meeting.

1. CONSIDERATION OF REPORTS

The first item of business is to receive and consider the Financial Report, the Directors' Report, and the Independent Auditor's Report of the Company for the financial year ended 30 June 2024 (**Reports**). All shareholders can view the Company's Annual Report which contains the Financial Report, the Directors' Report and the Independent Auditor's Report of the Company for the year ended 30 June 2024 on the Company's website at <https://www.pwah.com.au/site/investor-centre/annual-reports>.

Shareholders are not required to vote on this item. However, during this item, shareholders will be given an opportunity to ask questions about, and make comments on, Peter Warren's 2024 Annual Report.

QUESTIONS AND COMMENTS

Following consideration of the Reports, the Chair of the Meeting will allow shareholders a reasonable opportunity to ask questions about or make comments on the business of the Meeting, the management of the Company or about the Company generally.

The Company's Auditor, KPMG (**Auditor**), will attend the Meeting and there will be a reasonable opportunity for shareholders to ask the Auditor questions relevant to:

- a. the conduct of the audit;
- b. the preparation and content of the Independent Auditor's Report;
- c. the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- d. the independence of the Auditor in relation to the conduct of the audit.

The Chair will also give the Auditor a reasonable opportunity to answer any written questions submitted by shareholders prior to the Meeting that are relevant to the content of the Independent Auditor's Report or the conduct of the audit. A list of relevant written questions submitted by shareholders will be made available at the start of the AGM and any written answer tabled by the Auditor at the AGM will be made available as soon as practicable after the Meeting.

2. ITEMS FOR APPROVAL

Resolution 1. Election of Director – John Eastham

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

“That John Eastham, who retires in accordance with clause 6.2(a) of the Company's Constitution, and being eligible, is elected as a Director of the Company.”

Resolution 2. Re-election of Director – John Ingram

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

“That John Ingram, who retires in accordance with clause 6.2(b) of the Company's Constitution, and being eligible, is re-elected as a Director of the Company.”

Resolution 3. Remuneration Report

To consider and, if thought fit, pass the following as a non-binding ordinary resolution of the Company:

“That the Company's Remuneration Report for the financial year ended 30 June 2024, is adopted.”

The Remuneration Report is contained in the 2024 Annual Report (available at <https://www.pwah.com.au/site/investor-centre/annual-reports>). Please note that, in accordance with section 250R(3) of the *Corporations Act 2001* (Cth) (**Corporations Act**), the vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement

A vote on Resolution 3 must not be cast (in any capacity) by, or on behalf of, the following persons:

- a. a member of the key management personnel (**KMP**) whose remuneration details are included in the 2024 Remuneration Report; or
- b. a closely related party of such a KMP (including close family members and companies the KMP controls).

However, a person described above may cast a vote on Resolution 3 as a proxy if the vote is not cast on behalf of a person described above and either:

- a. the proxy appointment is in writing that specifies the way the proxy is to vote on the resolution; or
- b. the vote is cast by the Chair of the Meeting and the appointment of the Chair as proxy:
 - i. does not specify the way the proxy is to vote on the resolution; and
 - ii. expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

“Key management personnel” and “closely related party” have the same meaning as set out in the *Corporations Act*.

In accordance with section 250BD of the Corporations Act, a vote must not be cast on Resolution 3 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chair of the Meeting where the proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

By order of the board



Victor Cuthell
Chief Financial Officer and Company Secretary
19 September 2024

ENTITLEMENT TO ATTEND AND VOTE

In accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Board has determined that persons who are registered holders of shares of the Company as at 7:00 pm (AEDT) on Sunday, 20 October 2024 will be entitled to attend and vote at the AGM as a shareholder.

If more than one joint holder of shares is present at the AGM (whether personally, by proxy, by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

Appointment of Proxy

If you are a shareholder entitled to attend and vote, you may appoint an individual or a body corporate as a proxy to attend and act on your behalf at the 2024 AGM. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy at the AGM.

A proxy need not be a shareholder of the Company.

A shareholder may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If the shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the shareholder's votes.

To be effective, the proxy must be received by the share registry of the Company no later than **10:00am (AEDT) on Sunday, 20 October 2024**. Proxies must be received before that time by one of the following methods:

Online (*preferred method*): <https://investorcentre.linkgroup.com>

By facsimile: +61 2 9287 0309

By post: Peter Warren Automotive Holdings Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

By delivery in person: Link Market Services Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

* during business hours Monday to Friday (9:00am to 5:00pm (AEDT))

To be valid, a proxy form must be received by the Company in the manner stipulated above. The Company reserves the right to declare invalid any proxy not received in this manner.

Undirected proxies

If the Chair of the Meeting is appointed or taken to be appointed as a proxy and you do not specify in the Proxy Form the manner in which you wish the Chair to vote on the resolution to be considered at the Meeting, then by submitting your Proxy Form you will be expressly authorising the Chair to exercise your proxy on the relevant resolution. The Chair intends to exercise all available votes in favour of the resolution.

Power of Attorney

A proxy form and the original power of attorney (if any) under which the proxy form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than **10:00am (AEDT) on Sunday, 20 October 2024**.

Corporate Representatives

A body corporate which is a shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the AGM.

The appointment of the representative must comply with the requirements under section 250D of the Corporations Act.

The representative should provide to the Company (via the Company's share registry, Link Market Services):

- a properly executed letter or other document; or
- a copy of the resolution, certified by the secretary or a director of the body corporate,

confirming the representative's appointment or authority to act as the company's representative. For this purpose, a "Certificate of Appointment of Corporate Representative" form may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

Body corporate representatives should lodge this documentation with the Company's share registry no later than 48 hours prior to the AGM, unless it has been previously given to the Company.

IMPORTANT: If you appoint the Chair of the Meeting as your proxy, or the Chair becomes your proxy by default, and you do not direct your proxy how to vote on Resolution 3 then by submitting the proxy form you will be expressly authorising the Chair to exercise your proxy on the resolution, even though the resolution is connected, directly or indirectly, with the remuneration of the KMP.

Voting at the Meeting

Voting on each of the proposed resolutions at this Meeting will be conducted by a poll, rather than on a show of hands.

SHAREHOLDER QUESTIONS – SUBMITTED PRIOR TO THE MEETING

Shareholders who are unable to attend the Meeting or who may prefer to register questions in advance are invited to do so.

Please log online to <https://investorcentre.linkgroup.com>, locate the Meeting and select 'AGM Questions'. A shareholder question form is also available on the Company's website. To allow time to collate questions and prepare answers, please submit any questions by Tuesday 15 October 2024 (being no later than the fifth business day before the AGM is held).

Questions will be collated and during the AGM the Chair will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the AGM to address all topics raised. Please note that individual responses will not be sent to shareholders.

CONDUCT OF MEETING

Peter Warren is committed to ensuring that its shareholder meetings are conducted in a manner which provides those shareholders (or their proxy holders) who attend the Meeting with the opportunity to participate in the business of the Meeting in an orderly fashion and to ask questions about and comment on matters relevant to the business of the Meeting or about the Company generally.

Peter Warren will not allow conduct at any shareholder meeting which is discourteous to those who are present at the meeting, or which in any way disrupts or interferes with the proper conduct of the meeting.

The Chair of the Meeting will exercise his powers as the Chair to ensure that the meeting is conducted in an orderly and timely fashion, in the interests of all attending shareholders.

In the event that technical issues arise, Peter Warren will have regard to the impact of the technical issues on shareholders listening to proceedings and the Chair of the Meeting may, in exercising his powers as the Chair, issue any instructions for resolving the issue and may continue the Meeting if it is appropriate to do so.

PARTICIPATION IN THE AGM

Shareholders and interested parties can participate in the AGM:

- **In Person**: shareholders may attend the meeting in person
- **Online**: shareholders, proxyholder and visitors may **listen** to the AGM proceedings and **view** the presentations through a live audio webcast which will be available at <https://meetings.linkgroup.com/PWR24>

Shareholders who listen to the audio webcast of the AGM and view the presentations online will not be able to ask questions or vote online during the meeting.

Please note that there may be a short broadcast delay when listening to the AGM webcast.

ACCESS TO AGM DOCUMENTS

The following documents are available on the Company's website at <https://www.pwah.com.au/site/investor-centre/annual-general-meeting-documents>:

- Notice of Meeting and Explanatory Notes;
- Proxy Form to be completed if you would like to be represented at the AGM by proxy; and
- Shareholder question form.

Shareholders are encouraged to use the online proxy voting facility that can be accessed on Peter Warren's share registry's website at <https://investorcentre.linkgroup.com> to ensure the timely and cost effective receipt of your proxy.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of shareholders of the Company (**Shareholders**) in relation to the business to be conducted at the Company's AGM to be held on Tuesday, 22 October 2024.

The purpose of this Explanatory Memorandum is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote upon the resolutions.

Subject to the abstentions noted below, the Directors unanimously recommend Shareholders vote in favour of all resolutions. The Chair of the Meeting intends to vote all available undirected proxies in favour of each resolution.

Resolutions 1 and 2 are ordinary resolutions which require a simple majority of votes cast by Shareholders present and entitled to vote on each resolution.

Resolution 3, relating to the Remuneration Report, is advisory only and does not bind the Directors or the Company.

Resolution 1. Election of Director – John Eastham

John Eastham was appointed as an independent non-executive Director of the Company pursuant to clause 6.1(c) of the Constitution on 15 May 2024. In accordance with clause 6.2(a) of the Constitution, John Eastham retires from office at the conclusion of the AGM and is eligible for election as a Director of the Company. If Shareholders do not approve the election of John Eastham, then he will cease to be a Director at the conclusion of the Meeting.

ASX Listing Rule 14.4 provides that a director appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the entity.

Prior to John's appointment, the Company completed several background and screening checks including in relation to his character, experience and qualifications, criminal history, and bankruptcy with no adverse findings.

The Board also considered whether John had any interest, position or relationship that may interfere with his independence as a Director, having regard to the relevant factors as set out in the ASX Corporate Governance Council's Principles & Recommendations (4th edition) (**ASX Principles**). The Board considers that John Eastham (if elected), will continue to be an independent Director.

John Eastham is an independent non-executive Director, and a member of the Company's Audit and Risk Management Committee and of its People and Remuneration Committee.

John has over 30 years' experience in motor dealerships in Australia. John was co-owner of Autopact from 2005, a large automotive retail business where he was CEO until 2019 and a board director and shareholder until its change of ownership in November 2023. Prior to that he was a partner with Horwath (now Deloitte). John holds a Bachelor of Economics from Macquarie University.

Prior to submitting himself for election, John has confirmed that he would continue to have sufficient time to properly fulfil his duties and responsibilities to the Company.

The Board strongly supports the election of John Eastham as he will continue to contribute to the Board with extensive experience in business, management, strategy, retail, legal and regulatory matters across the automotive industry.

*For the reasons set out above, the Directors, with John Eastham abstaining, recommend Shareholders vote **in favour** of Resolution 1.*

Resolution 2. Re-Election of Director – John Ingram

John Ingram was appointed as a Director of the Company on 6 April 2021. In accordance with clause 6.2(b) of the Constitution, Mr Ingram retires from office at the conclusion of the AGM and is eligible for re-election as a Director of the Company. If shareholders do not approve the election of John Ingram, then he will cease to be a Director at the conclusion of the Meeting.

ASX Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer.

The Board considered whether John Ingram had any interest, position or relationship that may interfere with his independence as a Director, having regard to the relevant factors as set out in the ASX Principles. The Board considers that John Ingram (if re-elected), will continue to be an independent Director.

John is an independent non-executive Director and Chair of the Company and is a member of its Audit and Risk Management Committee and of its People and Remuneration Committee.

John is an experienced director and chairman, currently also serving as the non-executive chairman of Nick Scali Limited and having previously been the managing director of Crane Group Limited. Mr Ingram is also an Emeritus Councillor and a past National President of The Australian Industry Group.

Prior to submitting himself for election, John has confirmed that he would continue to have sufficient time to properly fulfil his duties and responsibilities to the Company.

The Board strongly supports the re-election of John Ingram as he will continue to contribute to the Board with extensive experience in management, strategy, retail, accounting and finance.

*For the reasons set out above, the Directors, with John Ingram abstaining, unanimously recommend Shareholders vote **in favour** of Resolution 2.*

Resolution 3. Remuneration Report

Section 250R(2) of the Corporations Act requires that the section of the Directors' Report dealing with the remuneration of directors and key management personnel of the Company (**Remuneration Report**) be put to the vote of shareholders for adoption by way of a non-binding vote.

The vote on this resolution is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into account in setting remuneration policy for future years.

Shareholders can view the full Remuneration Report in the Annual Report which is available on Peter Warren's website at <https://www.pwah.com.au/site/investor-centre> .

Following consideration of the Remuneration Report, the Chair of the Meeting will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

*Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Directors unanimously recommend Shareholders vote **in favour** of Resolution 3.*



LODGE YOUR VOTE

-  **ONLINE**
<https://investorcentre.linkgroup.com>
-  **BY MAIL**
Peter Warren Automotive Holdings Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia
-  **BY FAX**
+61 2 9287 0309
-  **BY HAND**
Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150
-  **ALL ENQUIRIES TO**
Telephone: 1300 554 474 Overseas: +61 1300 554 474



X999999999999

PROXY FORM

I/We being a member(s) of Peter Warren Automotive Holdings Limited (**Company**) and entitled to participate in and vote hereby appoint:

APPOINT A PROXY

the Chair of the Meeting (mark box) **OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chair of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (AEDT) on Tuesday, 22 October 2024 at Gilbert + Tobin, Level 35, Tower Two, International Towers, Sydney, 200 Barangaroo Avenue, Barangaroo NSW 2000 (the Meeting)** and at any postponement or adjournment of the Meeting. To access the **Notice of Annual General Meeting** this can be viewed and downloaded at the Company's website at <https://pwah.com.au>.

Important for Resolution 3: If the Chair of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chair of the Meeting to exercise the proxy in respect of Resolution 3, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).


The Chair of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

Resolutions

	For	Against	Abstain*
1 Election of Director – John Eastham	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director – John Ingram	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

 * If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual) <input style="width: 100%; height: 30px;" type="text"/>	Joint Shareholder 2 (Individual) <input style="width: 100%; height: 30px;" type="text"/>	Joint Shareholder 3 (Individual) <input style="width: 100%; height: 30px;" type="text"/>
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



STEP 1

STEP 2

STEP 3

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chair of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to participate in the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be received at registrars@linkmarketservices.com.au prior to admission in accordance with the Notice of General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (AEDT) on Sunday, 20 October 2024**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Peter Warren Automotive Holdings Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

*During business hours Monday to Friday (9:00am - 5:00pm)

IMPORTANT INFORMATION

Link Group is now known as MUFG Pension & Market Services. Over the coming months, Link Market Services will progressively rebrand to its new name MUFG Corporate Markets, a division of MUFG Pension & Market Services.

**IF YOU WOULD LIKE TO PARTICIPATE IN AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**



LODGE YOUR QUESTIONS

ONLINE
<https://investorcentre.linkgroup.com>

BY MAIL
Peter Warren Automotive Holdings Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150

ALL ENQUIRIES TO
Telephone: 1300 554 474 Overseas: +61 1300 554 474

Full Name(s) of Registered Holding

[Empty text box for Full Name(s) of Registered Holding]

Account Designation

[Empty text box for Account Designation]

Registered Address

[Empty text box for Registered Address with Postcode field]

Securityholder Reference Number (SRN)
Or Holder Identification Number (HIN)

[Empty grid for Securityholder Reference Number (SRN) or Holder Identification Number (HIN)]

Please use this form to submit any questions about Peter Warren Automotive Holdings Limited ("the Company") that you would like us to respond to at the Company's 2024 Annual General Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting and Explanatory Memorandum. If your question is for the Company's auditor it should be relevant to the content of the auditor's report, or the conduct of the audit of the financial report.

This form must be received by the Company's share registrar, Link Market Services Limited, by **Tuesday, 15 October 2024**.

Questions will be collated. During the course of the Annual General Meeting, the Chair of the Meeting will endeavour to address as many of the more frequently raised shareholder topics as possible and, where appropriate, will give a representative of the Company's auditor, the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

My question relates to (please mark the most appropriate box)

- Performance or financial reports
- Remuneration Report
- My question is for the auditor
- A resolution being put to the AGM
- Sustainability/Environment
- Future direction
- General suggestion
- Other

[Large empty text area for question details]

- Performance or financial reports
- Remuneration Report
- My question is for the auditor
- A resolution being put to the AGM
- Sustainability/Environment
- Future direction
- General suggestion
- Other

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QUESTIONS