

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.*