



G O W I N G B R O S

Investing Together For a Secure Future

GOWING BROS LIMITED

EST. 1868

ACN 000 010 471

ABN 68 000 010 471

THE GOWINGS BUILDING

303/35-61 HARBOUR DRIVE

COFFS HARBOUR NSW 2450

TEL 61 2 9264 6321

FAX 61 2 9264 6240

<https://gowings.com/>

28 October 2025

Annual General Meeting 27 November 2025 Notice and Proxy

The Annual General Meeting of Gowing Bros Limited (the “Company”) will be held in person at Suite 303, level 3, The Gowings Building, 35-61 Harbour Drive, Coffs Harbour NSW 2450 commencing at 11 am (AEDT) on Thursday 27th November 2025.

Following are the Gowing Bros Limited (ASX: GOW) Notice of 2025 Annual General Meeting and Proxy Form.

For more information, please contact:

David Gorman
Company Secretary



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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Gowing Bros Limited (the “Company”) will be held in person at **Suite 303, Level 3, The Gowings Building, 35-61 Harbour Drive, Coffs Harbour NSW 2450** commencing at **11 am (AEDT) on Thursday, 27 November 2025**.

The Explanatory Memorandum that accompanies and forms part of this Notice of Meeting describes and explains in more detail the various matters set out below which are to be considered at the Meeting.

ORDINARY BUSINESS

1. Financial statements and reports

To receive and consider the financial report (which includes the financial statements, the Directors’ Report and the Auditor’s Report) for the Company and its controlled entities for the year ended 31 July 2025.

Note:

No resolution is required for this item of business and, accordingly, no vote will be held on this item.

2. Adoption of Remuneration Report

Resolution 1

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

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report of the Company for the year ended 31 July 2025, as disclosed in the Directors’ Report, be adopted.”

Note:

In accordance with section 250R(3) of the Corporations Act, the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement

In accordance with the Corporations Act, a vote on Resolution 1 must not be cast, and the Company will disregard any votes cast on Resolution 1:

- (a) by or on behalf of a member of the KMP, whose remuneration details are included in the Remuneration Report and/or any Closely Related Party of such a member, regardless of the capacity in which the vote is cast; or
- (b) as proxy by any person who is a member of the KMP as at the time Resolution 1 is voted on at the meeting or a Closely Related Party of such a member,



unless the vote is cast as proxy for a person otherwise entitled to vote on Resolution 1:

- (c) in accordance with the express direction of the appointer; or
- (d) by the Chair where the proxy appointment does not specify the way the proxy is to vote on Resolution 1 and expressly authorises the Chair to exercise the proxy in respect of Resolution 1 even though the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

For these reasons, Shareholders who intend to vote by proxy should carefully consider the identity of their proxy and are encouraged to direct their proxy as to how to vote on all Resolutions. In particular, Shareholders who intend to appoint the Chair as their proxy (including an appointment by default) are encouraged to direct the Chair as to how to vote on all Resolutions.

If the Chair is appointed, or is taken to have been appointed by default, as your proxy, you can direct the Chair to vote for, against or abstain from voting on Resolution 1 by marking the appropriate box opposite Resolution 1 on the Proxy Form (or, if the proxy is appointed online, by directing the proxy how to vote on Resolution 1 in accordance with the instructions on the website).

However, if the Chair is your proxy and you do not direct the Chair how to vote, by signing the Proxy Form (or, if the proxy is appointed online, by completing the proxy appointment in accordance with the instructions on the website), you will be deemed to have directed, and expressly authorised, the Chair to vote the Shares the subject of your proxy appointment in favour of Resolution 1. This express authorisation acknowledges that the Chair may vote the Shares the subject of your proxy appointment even though:

- (a) Resolution 1 is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel; or
- (b) the Chair may have an interest in Resolution 1.

3. Re-election of Director – Mr John Parker

Resolution 2

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

"That, for the purposes of Articles 88 and 89 of the Constitution, ASX Listing Rule 14.5 and for all other purposes, Mr John Parker, who retires from office at the Annual General Meeting, and being eligible for re-election and offering himself for re-election, be re-elected as a Director of the Company."

4. Re-election of Director – Mr James Gowing

Resolution 3

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

"That, for the purposes of Articles 88 and 89 of the Constitution, ASX Listing Rule 14.5 and for all other purposes, Mr James Gowing, who retires from office at the Annual General Meeting, and being eligible for re-election and offering himself for re-election, be re-elected as a Director of the Company."



Mr David Gorman
Company Secretary
22 October 2025

OTHER INFORMATION

5. Voting Prohibition on Resolution 1

Resolution 1 is connected directly or indirectly with the remuneration of members of the Key Management Personnel for the Company, or for the Consolidated Entity.

A person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 1 if the person is either.

- (a) a member of the Key Management Personnel for the Company or the Consolidated Entity; or
- (b) a Closely Related Party of a member of the Key Management Personnel for the Company or the Consolidated Entity; and
- (c) the appointment does not specify the way the proxy is to vote on Resolution 1. However, this does not apply to a vote cast in favour of Resolution 1 by:
 - (a) the person is the Chair of the Meeting at which Resolution 1 is voted on; and
 - (b) the appointment expressly authorises the Chair of the Meeting to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company, or for the Consolidated Entity.

6. How to vote

Each of the Resolutions set out in this Notice of Meeting will be decided by a poll in accordance with the Constitution and section 250JA of the Corporations Act.

Every member present in person or by proxy or attorney or other duly authorised representative shall have one vote for every Share held by that member.

Shareholders entitled to vote at the Meeting may vote by either:

- (a) attending the Meeting and voting in person; or
- (b) appointing a proxy, attorney or, if you are a body corporate, a duly appointed corporate representative to attend and vote at the Meeting on your behalf (in the manner described below).

If Shareholders are unable to attend the Meeting in person, they are encouraged to appoint a proxy to attend in person and vote on their behalf in accordance with the instructions contained in this Notice of Meeting. The appointment of one or more duly appointed proxies will not preclude a Shareholder from attending the Meeting and voting personally. If the member votes on a Resolution, the proxy must not vote as the member's proxy on that Resolution.



Voting in person (or by attorney)

To allow us to arrange seating and catering, persons proposing to attend the Meeting in person are requested to contact the Company by email at info@gowings.com, at least 5 business days prior to the Meeting, so that appropriate arrangements can be made.

Shareholders and their duly appointed proxies, corporate representatives and attorneys who plan to attend the Meeting in person are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, if possible, so that their holding may be checked against the Company's Share register and their attendance recorded. In the case of persons attending the Meeting as an attorney of a Shareholder, the original power of attorney appointing the person as the Shareholder's attorney (or a certified copy of the power of attorney) must be received by the Company in the same manner and by the same time outlined for Proxy Forms below.

If your Shares are held jointly, please note that if you and another joint holder both wish to vote at the Meeting, only the vote of the holder named first in the register will be accepted, to the exclusion of the other holder(s).

Voting by a corporation

A body corporate that is a Shareholder, or that has been appointed as a proxy, must appoint an individual to act as its representative at the Meeting. If you are a body corporate, you can appoint a corporate representative to attend and vote at the Meeting on your behalf.

The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed, unless it has been previously provided to the Company's Share Registry.

Instructions on voting by proxy

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint not more than two (2) proxies. When more than one (1) proxy is appointed, each proxy must be appointed to represent a specified proportion or specified number of the Shareholder's voting rights. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half the votes. Fractions of votes will be disregarded. A proxy need not be a Shareholder and may be an individual or a corporation.

A proxy that is a corporation must appoint an individual as a representative and comply with the requirements set out above under the heading 'Voting by a corporation'.

If you appoint a proxy, the Company encourages you to consider directing your proxy how to vote by marking the appropriate box on the Proxy Form for each of the proposed Resolutions (or, if the proxy is appointed online, by completing the proxy appointment in accordance with the instructions on the website). If your proxy chooses to vote, he/she must vote in accordance with your directions. If you have directed your proxy to vote, and they fail to attend the Meeting or they choose not to vote, then, on a poll, the Chairman of the Meeting will vote your proxies as directed by you.

If you do not want the Chairman of the Meeting to vote as your proxy, you need to direct your proxy to vote accordingly, or abstain from voting on the relevant Resolution, by marking the appropriate box on the Proxy Form. If the abstention box for any item of business is marked, the proxy will be directed not



to vote on a poll and the relevant Shares will not be counted in calculating the required majority on the poll for the Resolution in respect of that item of business.

If you appoint a Director (other than the Chairman of the Meeting) or another member of the Key Management Personnel (or a Closely Related Party of a member of the Key Management Personnel) as your proxy, you should direct them how to vote on Resolutions 1 2 and 3 by marking the appropriate box on the Proxy Form (or, if the proxy is appointed online, by completing the proxy appointment in accordance with the instructions on the website). If you do not do so, your proxy will not be able to vote on your behalf on Resolutions 1 2 and 3.

The Proxy Form (and any power of attorney or other authority under which it is signed) must be received at the Company's Share Registry not less than 46 hours before the appointed time of the Meeting, i.e. no later than midday AEDT on Tuesday, 25 November 2025. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

The Proxy Form must be signed by the Shareholder or the Shareholder's attorney or, if the Shareholder is a corporation, in a manner permitted by the Corporations Act. A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation. Where two or more persons are registered as a Shareholder, each person must sign.

7. Questions

Shareholders and the duly appointed proxies, attorneys and corporate representatives of Shareholders attending the meeting in person will be given a reasonable opportunity to ask questions about any of the Resolutions being considered at the AGM or general questions about the Company's management or performance. Questions may also be asked of the Company's auditor about the content of the Auditor's Report or the conduct of the audit.

Shareholders who are unable to attend the AGM in person or who may prefer to register questions or comments in advance of the AGM are invited to do so by submitting the question in writing, no later than five (5) business days prior to the Meeting, by email to info@gowings.com.

8. Annual Report

A link to a copy of the Annual Report of the Company containing the financial report, the Directors' Report and the Auditor's Report for the year ended 31 July 2025 is available online at <https://gowings.com/> or provided with the Notice of Meeting if a printed copy has been requested.



9. Entitlement to vote

In accordance with section 1074E(2)(g)(i) of the Corporations Act, regulation 7.11.37 of the Corporations Regulations and ASX Settlement Operating Rule 5.6.1, the Directors have set End of Day on Tuesday, 25 November 2025 as the time and date to determine holders of the Company's Shares for the purposes of the Meeting. You will be eligible to vote at the AGM (or at any adjourned meeting) if you are registered as a holder of Shares at that time (subject to the applicable voting exclusions set out in this Notice of Meeting).

Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

10. Proxies may be lodged using any of the following methods

- (a) Returning a completed Proxy Form by post to Computershare Investor Services, GPO Box 242, Melbourne, Victoria, 3001;
- (b) Faxing a completed Proxy Form to 1800 783 447 (within Australia) +61 3 9473 2555 (outside Australia);
- (c) Lodge the Proxy Form online at <https://www.investorvote.com.au> following the instructions:
 - (i) Login to the Computershare website using the holding details as shown on the Proxy Form; and
 - (ii) To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) and control number as shown on the front of the Proxy Form; or
- (d) For intermediary online subscribers only (custodians), submit your Proxy Form via <https://www.intermediaryonline.com>

To be effective, your proxy appointment (and any power of attorney or other authority under which it is signed) must be received by the Share Registry no later than midday AEDT on Tuesday, 25 November 2025.



EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Meeting. This Explanatory Memorandum forms part of this Notice and should be read in conjunction with it. The Directors recommend that Shareholders read this Explanatory Memorandum in full before making any decision regarding the matters set forth in the Notice.

Capitalised terms used in this Explanatory Memorandum are defined in the Glossary appearing at the end of this Explanatory Memorandum, unless otherwise defined in the Explanatory Memorandum or the Notice.

11. Financial statements and reports

The financial report (which includes the financial statements, the Directors' Report and the Auditor's Report) for the Company for the financial year ended 31 July 2025 will be put before the AGM, as required by section 317 of the Corporations Act. There is no requirement for a formal resolution on this item and, accordingly, there will be no formal resolution put to, and no vote on this item at, the meeting.

These reports are contained in the Annual Report, which is available on the Company's website at <https://gowings.com/>. During this item of business, Shareholders will be given a reasonable opportunity to ask questions about, and to make comments on, those reports and the business and management of the Company.

Shareholders will also be given an opportunity to ask a representative of the Company's auditor questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial reports and the independence of the auditor in relation to the conduct of the audit.

12. Adoption of Remuneration Report (Resolution 1)

The Remuneration Report is set out in the "Remuneration Report" section of the Directors' Report, which is found in the Annual Report. The Annual Report is available on the Company's website (<https://gowings.com/>).

The Remuneration Report sets out the principles and the current arrangements for the remuneration of Directors and the Key Management Personnel.

The Corporations Act requires that Shareholders, at the Annual General Meeting, consider and vote on a resolution proposing to adopt the Remuneration Report. This Resolution is advisory only and not binding on the Directors or the Company.

It is anticipated that the Chairman of the Meeting will be a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report. Shareholders should be aware that the anticipated Chairman of the Meeting intends to vote undirected proxies in favour of adopting the Remuneration Report. By appointing the Chairman of the Meeting to be your proxy, you expressly authorise the Chairman of the Meeting to exercise the proxy in relation to Resolution 1 (including an undirected proxy) even if the Chairman of the Meeting is a member of the Key Management Personnel (or a Closely Related Party of a member of the Key Management



Personnel). A Shareholder may appoint the Chairman of the Meeting as a proxy with a direction to cast votes contrary to the Chairman's stated voting intentions, or to abstain from voting on Resolution 1.

The "Two Strikes" Rule applies with respect to Resolution 1. If there is more than 25% vote against the Remuneration Report at this Meeting then:

- the next year's Remuneration Report must contain details of any proposed actions to address any concerns raised by Shareholders at this Meeting, or the Board's reasons for inactions; and
- if at the next Annual General Meeting more than 25% vote against the next year's Remuneration Report then a 'spill resolution' will be put to the Shareholders at that meeting, i.e. whether or not to hold a 'spill meeting' within 90 days to vote on the re-election of the existing Directors. The Managing Director would not be subject to any spill motion.

13. Re-election of Director – Mr John Parker (Resolution 2)

Background

In accordance with Article 88 of the Constitution, one-third of the Directors (or if their number is not a multiple of three (as is the case), then the number nearest to but not exceeding one-third) must retire from office at each Annual General Meeting. These provisions of the Constitution do not apply to the Managing Director. Accordingly, one Director is required to retire at this year's AGM.

Under Article 89 of the Constitution, the Director to retire at the Annual General Meeting is the Director who has been longest in office since their last election. The retiring Director may offer themselves for re-election if eligible.

Mr John Parker was last re-elected as a Director on 1 December 2023 and is the Director who has been longest in office since their last election. Accordingly, Mr John Parker retires by rotation and being eligible, offers himself for re-election at the AGM.

The retirement and proposed re-election of Mr John Parker satisfies the requirements of ASX Listing Rule 14.5, which requires the Company to hold an election of directors at each annual general meeting. The Company notes that no Director is required to retire under ASX Listing Rule 14.4.

Mr John Parker has been a Director since January 2002 and is the Chairman of the Audit Committee. He has a Bachelor of Economics.

Mr. Parker is a coach of senior executives, with over three decades as an investment professional.

Non-candidate Directors of the Company recommend that Shareholders vote in favour of the re-election of Mr Parker.

14. Re-election of Director – Mr James Gowing (Resolution 3)

Background

In accordance with Article 88 of the Constitution, one-third of the Directors (or if their number is not a multiple of three (as is the case), then the number nearest to but not exceeding one-third) must retire from office at each Annual General Meeting. These provisions of the Constitution do not apply to the Managing Director. Accordingly, one Director is required to retire at this year's AGM.



Under Article 89 of the Constitution, the Director to retire at the Annual General Meeting is the Director who has been longest in office since their last election. The retiring Director may offer themselves for re-election if eligible.

Mr James Gowing was last re-elected as a Director on 1 December 2023 and is the Director who has been longest in office since their last election. Accordingly, Mr James Gowing retires by rotation and being eligible, offers himself for re-election at the AGM.

The retirement and proposed re-election of Mr James Gowing satisfies the requirements of ASX Listing Rule 14.5, which requires the Company to hold an election of directors at each annual general meeting. The Company notes that no Director is required to retire under ASX Listing Rule 14.4.

Mr James Gowing has been a Director since July 2019 and is a Joint Company Secretary. James has a Bachelor of Business and is a Member of Chartered Accountants Australia and New Zealand.

After graduating from UTS, James spent five years in Audit and Assurance at William Buck. He has experience with a wide range of Australian Companies, both listed and private.

Non-candidate Directors of the Company recommend that Shareholders vote in favour of the re-election of Mr James Gowing.

INTERPRETATION

For the purposes of interpreting the Explanatory Memorandum and the Notice:

- (a) the singular includes the plural and vice versa;
- (b) reference to any statute, ordinance, regulation, rule or other law includes all regulations and other instruments and all consolidations, amendments, re-enactments or replacements for the time being in force;
- (c) all headings, bold typing and italics (if any) have been inserted for convenience of reference only and do not define, limit or affect the meaning or interpretation of the Explanatory Memorandum and the Notice;
- (d) reference to persons includes bodies corporate and government authorities and in each and every case, includes a reference to the person's executors, administrators, successors and substitutes (including without limitation persons taking by novation and assignment); and
- (e) reference to cents, \$, A\$, Australian Dollars or dollars is a reference to the lawful tender for the time being and from time to time of the Commonwealth of Australia.



GLOSSARY

AEDT means Australian eastern daylight time.

Annual General Meeting or **AGM** means the annual general meeting of the Company to commence at **11 am (AEDT) on Thursday, 27 November 2025** and notified to the Shareholders by the Notice.

Annual Report means the annual report of the Company for the year ended 31 July 2025.

ASX means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

ASX Listing Rules means the official listing rules of ASX.

Auditor's Report means the auditor's report for the Company for the year ended 31 July 2025, as contained in the Annual Report.

Board means the board of Directors.

Chairman or **Chair** means the person appointed in accordance with the Constitution, or elected by Shareholders, to chair the Meeting.

Closely Related Party has the meaning given to that term in section 9 of the Corporations Act.

Company means Gowing Bros Limited ACN 000 010 471.

Conditional Resolution means Resolution 3 in this Notice.

Constitution means the Memorandum and Articles of Association.

Corporations Act means the *Corporations Act 2001* (Cth).

Corporations Regulations means the *Corporations Regulations 2001* (Cth).

Directors means the directors of the Company and **Director** means any one of them.

Directors' Report means the report of the Directors for the year ended 31 July 2025, as contained in the Annual Report.

EGM means an extraordinary general meeting of Shareholders of the Company held in accordance

with the Corporations Act and the Constitution.

End of Day means on any Trading Day, 7.00pm Sydney time or such other time as ASX Settlement may from time to time determine.

Executive Chairman means John Gowing.

Explanatory Memorandum means the explanatory memorandum accompanying this Notice.

Glossary means this glossary.

Key Management Personnel or **KMP** means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) who are identified in the Remuneration Report.

Managing Director means John Gowing.

Meeting or **meeting** means the Annual General Meeting convened by the Notice.

Memorandum and Articles of Association means the Company's memorandum and articles of association dated 24 October 1974, as amended from time to time.

Notice or **Notice of Meeting** means this notice of Annual General Meeting.

Remuneration Report means the remuneration report of the Company for the year ended 31 July 2025, as contained in the Annual Report.

Resolution means a resolution contained in the Notice.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a member of the Company.

Share Registry means Computershare Investor Services Pty Limited of 6 Hope Street, Ermington NSW 2115.

Trading Day means a day determined by the ASX to be a trading day, notified to market participants, and otherwise as defined by the ASX Listing Rules.

GOW

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?

**Phone:**

1300 855 080 (within Australia)
+61 3 9415 4000 (outside Australia)

**Online:**

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **12:00pm (AEDT) Tuesday, 25 November 2025**.

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

**Control Number: 999999****SRN/HIN: I999999999****PIN: 99999**

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Gowing Bros Limited hereby appoint

☐ the Chairman of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Gowing Bros Limited to be held at Suite 303, Level 3, The Gowings Building, 35-61 Harbour Drive, Coffs Harbour NSW 2450 on Thursday, 27 November 2025 at 11:00am (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolution: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2.

Step 2

Items of Business

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

	For	Against	Abstain
Resolution 1 Adoption of Remuneration Report	☐	☐	☐
Resolution 2 Re-election of Director Mr John Parker	☐	☐	☐
Resolution 3 Re-election of Director - Mr James Gowing	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3

Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/

/

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically