



15 May 2024

Manager
Company Announcements
ASX Limited
Level 4, 20 Bridge Street
SYDNEY NSW 2000

Extraordinary General Meeting to change the Company's name

An Extraordinary General Meeting (EGM) of G.U.D. Holdings Limited will be held on Monday, 24 June 2024 commencing at 4:15pm (AEST) to change the Company's name from G.U.D. Holdings Limited to Amotiv Limited.

The EGM will be held at the offices of Herbert Smith Freehills, Level 24, 80 Collins Street, Melbourne 3000.

Attached is the Notice of EGM, Explanatory Statement and Proxy Form.

For inquiries:
Anne Mustow
General Counsel & Company Secretary
gudcompanysecretariat@gud.com.au

Announcement approved by GUD's Company Secretary



G.U.D. Holdings Limited

ACN 004 400 891

NOTICE OF EXTRAORDINARY GENERAL MEETING

On behalf of your Board of Directors, I am pleased to invite you to participate in an Extraordinary General Meeting (**EGM or Meeting**) of G.U.D. Holdings Limited (**GUD or Company**), to be held on Monday, 24 June 2024 at 4.15pm (AEST) at the offices of Herbert Smith Freehills, Level 24, 80 Collins Street, Melbourne 3000.

GUD intends to hold the EGM as an in person meeting.

We encourage you to submit a directed proxy vote as early as possible so that your vote will be counted, if for any reason you cannot attend the Meeting and vote on the day. If you wish to appoint a proxy, please lodge your proxy online at www.investorvote.com.au by 4.15pm (AEST) on Saturday, 22 June 2024.

Shareholders attending the EGM in person will be able to ask questions during the EGM and vote on the resolution to be considered at the EGM by live voting during the Meeting. As always, we invite shareholders to submit questions in advance of the Meeting by 4.15pm (AEST) on Saturday, 22 June 2024. Shareholders can submit written questions by completing an online shareholder question form at www.investorvote.com.au.

This Notice of Meeting (which includes the following Agenda, information for shareholders and Explanatory Notes) details the formal business to be dealt with at the EGM. The Notice of Meeting is available on the Company's website at <https://gud.com.au/egm-fy24>.

Briefly, the formal business of the Meeting will be to consider the following item of business as a special resolution:

1. Approval of Company Name Change

The Directors recommend that shareholders vote in favour of the resolution.

How to submit your vote in advance of the Meeting

Proxy votes must be received by 4.15pm (AEST) on Saturday, 22 June 2024 to be valid for the Meeting.

Instructions on how to appoint a proxy are on the online voting website, www.investorvote.com.au and on page 3 of the Notice of Meeting under 'Proxy lodgement'.

Other Company documents and how to update your communication preference

Please refer to the GUD website at <https://gud.com.au> for the following documents:

- on the Shareholder Communications page, a link to the Share Information page of our share registry to register your email address in order to receive all shareholder information electronically and to obtain standard shareholder forms, including a direct dividend advice, a change of address advice and a request to consolidate holdings;
- on the EGM 2024 page, this Notice of Meeting;
- on the ASX Announcements page, copies of ASX announcements released to the market;
- on the Annual Report and Corporate Governance pages, the GUD Annual Report 2023; the GUD Corporate Governance Statement 2023;
- on the Home page, copies of news releases; and
- on the Webcasts page, recent investor presentations.

Shareholders should monitor the Company's website and ASX announcements where updates will be provided if it becomes necessary or appropriate to make alternative arrangements for the holding or conduct of the Meeting.

We look forward to engaging with shareholders at the EGM.

Yours sincerely

Graeme Billings
Chair

15 May 2024

Notice is given that the Extraordinary General Meeting (“EGM” or “Meeting”) of shareholders of G.U.D. Holdings Limited (“GUD” or “Company”) will be held on Monday, 24 June 2024 at 4.15pm (AEST) at the offices of Herbert Smith Freehills, Level 24, 80 Collins Street, Melbourne 3000.

Shareholders can attend the EGM in person.

Further information on how to attend the Meeting is set out in this Notice of Meeting.

In person registration will open from 3.45pm (AEST).

AGENDA

1. Approval of Company Name Change

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

“That, as set out in the Explanatory Memorandum, for the purposes of sections 157(1) and 136(2) of the Corporations Act 2001 (Cth) and for all other purposes, the Company’s name be changed from G.U.D. Holdings Limited to Amotiv Limited, and that all references to “G.U.D. Holdings Limited” in the Company’s Constitution be replaced with references to “Amotiv Limited”.”

Note: In accordance with the Corporations Act, the resolution must be passed as a **special resolution**. A special resolution must be passed by at least 75% of the votes cast by shareholders who are entitled to vote on the resolution.

Note: No voting exclusions apply to this resolution.

Please note that voting on the resolution will be conducted by way of a poll.

Please refer to the information for shareholders and Explanatory Notes, which form part of this Notice of Meeting, for information regarding the item of business and attending the EGM.

By order of the Board.

Anne Mustow
Company Secretary

15 May 2024

Information for shareholders

Attending the Meeting in person

Shareholders are invited to attend the Meeting in person. If you are planning to attend the Meeting, please bring your proxy form (either the hard copy or online version) so that your personalised barcode can be scanned on registration. Registration opens at 4.15pm (AEST).

Voting

For the purposes of voting at the Meeting, the Directors have determined that persons holding shares in G.U.D. Holdings Limited registered as at 4.15pm (AEST) on Saturday, 22 June 2024 will be treated as shareholders of the Company.

Voting on the item of business of the Meeting will be conducted by a poll. You may vote at the EGM in one of the following ways:

- in person at the Meeting;
- in advance of the Meeting, by appointing a proxy and directing your proxy how to vote; or
- by appointing a proxy, attorney or shareholder representative before the Meeting to vote at the Meeting on your behalf.

The Chair of the Meeting will open the poll at the beginning of the Meeting and the poll will remain open until the Chair of the Meeting announces that the poll is closed.

Appointment of proxies and corporate representatives

A shareholder entitled to attend and vote is entitled to appoint up to two proxies. A proxy need not be a shareholder and may be either an individual or a body corporate.

If a shareholder is a corporation, it can vote at the Meeting by appointing an individual person to act as its corporate representative or by appointing a proxy to vote on its behalf. A shareholder that is a body corporate, or a proxy who is a body corporate, will need to ensure that it appoints an individual as its corporate representative to exercise its powers at the Meeting and provide satisfactory evidence of the appointment of its corporate representative prior to commencement of the Meeting.

Where a shareholder wishes to appoint two proxies, they can do so online at www.investorvote.com.au or by copying their hard copy proxy form and submitting both together. A shareholder appointing two proxies may specify the proportion or number of

votes each proxy is appointed to exercise. If a shareholder appoints two proxies but fails to specify the proportion or number of votes that each may exercise, each proxy appointed may exercise half the shareholder's votes. Fractions of votes are to be disregarded. If your proxy chooses to vote, they must vote in accordance with your directions.

If you do not direct your proxy to vote by marking the relevant box on the proxy form, your proxy may vote as they choose on the item of business.

If your proxy does not attend the Meeting or does not vote as directed, the Chair of the Meeting will become your proxy by default and must vote in accordance with any directions given.

If you intend to appoint the Chair of the Meeting as your proxy, you can direct him how to vote by marking the relevant box on the proxy form. However, if the Chair of the Meeting is your proxy (or becomes your proxy by default) and you do not mark any of the boxes on the proxy form, you will be deemed to have expressly authorised the Chair of the Meeting to vote as he decides.

The Chair of the Meeting intends to vote all available proxies in accordance with the Board recommendation set out in the Explanatory Notes accompanying this Notice of Meeting.

To be valid, the proxy form, and any authority under which the form is signed, must be received by the Company or the Company's Share Registry by 4.15pm (AEST) on Saturday, 22 June 2024.

You can submit your proxy form online at www.investorvote.com.au or by completing and returning the form included in your mail pack in accordance with the instructions on the proxy form and outlined below.

Voting by attorney

A shareholder entitled to attend and vote may appoint an attorney to act on his or her behalf at the Meeting. An attorney may, but need not, be a shareholder of the Company.

An attorney may not vote at the Meeting unless the instrument appointing the attorney, and the authority under which the instrument is signed or a certified copy of the authority, are received by the Company in the same manner, and by the same time, as outlined above for proxy forms (unless it has previously been given to the Company).

Proxy lodgement

By 4.15pm (AEST) on Saturday, 22 June 2024.

Online: www.investorvote.com.au

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

By mail:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

For Intermediary Online subscribers only:
(custodians) www.intermediaryonline.com

For enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Questions from shareholders

GUD welcomes your questions. All shareholders who attend the Meeting in person will have a reasonable opportunity to ask questions and make comments on the item of business during the Meeting.

You may also submit written questions ahead of the EGM relating to the item of business of the Meeting.

Written questions must be received by the Company no later than 4.15pm (AEST) on Saturday, 22 June 2024.

Shareholders can submit written questions by completing an online shareholder question form at www.investorvote.com.au. Alternatively, you can send any written questions to: investors@gud.com.au.

The Chair of the Meeting will endeavour to address as many of the more frequently raised relevant questions as possible during the Meeting. However, there may not be sufficient time available at the Meeting to address all the questions raised. Please note that individual responses will not be sent to shareholders.

Share Registry

Computershare Investor Services Pty Limited
GPO Box 242
MELBOURNE VIC 3001 Australia
Yarra Falls, 452 Johnston Street
ABBOTSFORD VIC 3067 Australia

Enquiries within Australia – 1300 850 505
Enquiries outside Australia - +61 3 9415 4000
Website – www.investorcentre.com.au

EXPLANATORY NOTES

These Explanatory Notes form part of the Notice of Meeting and provide shareholders with information to understand the item of business and to assess the merits of the proposed special resolution at the forthcoming EGM.

Item 1 – Approval of Company Name Change

The Company proposes to change its name from G.U.D. Holdings Limited to Amotiv Limited. The Board believes that the new name better aligns with and captures the operations and value which the Company is creating now and in the future. In particular, the Company's portfolio of businesses specialise in the automotive aftermarket and accessories sector. The Board considers that the proposed new name better reflects the nature of its operations as a whole and will facilitate improved understanding by the market of the Company's strategy and business.

The name change symbolises our strategic vision, signifying an inflection point in our history and solidifying our automotive pureplay composition and value proposition. The name "Amotiv", conceived internally and derived from a creative play on the word 'automotive', is aimed to reflect the ambition of a single strong, clear brand which represents the Company and resonates with employees, investors, business partners and industry.

Section 157 of the Corporations Act requires shareholders to approve the change of name of the Company by passing a special resolution to adopt the new name. If shareholders approve the change of name at the Meeting, it will be effective from the date that the Australian Securities and Investments Commission updates its register to reflect the new name, which is intended to be as soon as practicable following the Meeting. The name "Amotiv Limited" has been reserved by the Company.

Approval is also being sought to amend the Constitution to replace all references to "G.U.D. Holdings Limited" with "Amotiv Limited".

If the name change is approved, the Board will also request that ASX change the Company's ASX ticker code from "GUD" to "AOV" after the change of name takes effect. The ASX ticker code "AOV" has been reserved by the Company.

Directors' recommendation

The Board unanimously recommends that shareholders vote in favour of the Resolution.

No voting exclusion applies to this resolution.



GUD Holdings Limited

ABN 99 004 400 891

GUD

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

Need assistance?



Phone:

1300 850 505 (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 **4:15pm (AEST) on Saturday, 22 June 2024.**

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: I9999999999

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 G.U.D. Holdings Limited hereby appoint

the Chair of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chair 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 Chair 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 Extraordinary General Meeting of G.U.D. Holdings Limited to be held at Herbert Smith Freehills, Level 24, 80 Collins Street, Melbourne, VIC 3000 on Monday, 24 June 2024 at 4:15pm (AEST) and at any adjournment or postponement of that meeting.

Step 2 Item 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 |
|--|--------------------------|--------------------------|--------------------------|
| Item 1 Approval of Company Name Change | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

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

GUD

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Computershare

