



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.