



SUPPLY NETWORK LIMITED

ABN 12 003 135 680

2017 NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Supply Network Limited will be held at 2.00 pm on Tuesday 21 November 2017 at 2 Turnbull Close, Pemulwuy NSW 2145.

BUSINESS

1. **Financial Reports**

To receive and consider the Financial Statements and the Reports of Directors and Auditors for the year ended 30 June 2017.

2. **Remuneration Report**

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

“To adopt the Remuneration Report for the year ended 30 June 2017.”

The vote on this resolution is advisory only and does not bind the Directors or the Company. A voting exclusion statement applies to this item of business (see the Voting Exclusions section on the following page).

3. **Election of Director**

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

“To re-elect Mr G J Forsyth as a Director who retires by rotation in accordance with the Company’s Constitution and, being eligible for re-election, has offered himself for re-election.”

Biographical information on Mr Forsyth is set out in the explanatory notes to this notice.

4. **Increase the maximum aggregate amount of remuneration that may be paid to Non-Executive Directors**

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

“To increase the maximum aggregate amount of remuneration that may be paid to Directors for their services as Directors (other than remuneration paid to a Managing Director or an Executive Director in either capacity), in accordance with the Company’s Constitution and ASX Listing Rule 10.17, from \$200,000 to \$400,000 per annum.”

An explanation of this proposed increase is set out in the explanatory notes to this notice. A voting exclusion statement applies to this item of business (see the Voting Exclusions section on the following page).

By order of the Directors

A handwritten signature in black ink, appearing to read 'Peter Gill', is written over a faint, light-colored circular stamp or watermark.

Peter Gill

26 September 2017



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Voting Online

If you are unable to attend the meeting we encourage you to submit your vote online at www.investorvote.com.au. For intermediary online subscribers only (custodians) www.intermediaryonline.com.

Proxies

A shareholder entitled to vote is entitled to appoint a proxy to attend and vote instead of the shareholder. A suitable proxy form accompanies this Notice of Annual General Meeting. The person appointed a proxy need not be a shareholder of the Company.

Where the shareholder is entitled to cast two or more votes, the shareholder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

To be effective, the instrument appointing a proxy (and the power of attorney or other authority, if any, under which it is signed or a certified copy of the power or authority) must be returned to Computershare Investor Services Pty Limited, either:

- by facsimile on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia);
- by post to GPO Box 242, Melbourne, VIC 3001; or
- by delivery to Level 4, 60 Carrington Street, Sydney.

not less than 48 hours prior to the meeting.

Voting Exclusions

Item 2 - Remuneration Report

The Company will disregard any votes cast on this resolution by, or on behalf of:

- a member of the Key Management Personnel (KMP), as disclosed in the Remuneration Report; and
- their closely related parties;

unless the vote is cast:

- by a person as proxy for a person who is entitled to vote in accordance with a direction on the Proxy Form; or
- by the Chairman of the Meeting as proxy for a person entitled to vote and the Chairman has received express authority to vote undirected proxies as the Chairman sees fit.

Item 4 - Increase the maximum aggregate amount of remuneration that may be paid to Non-Executive Directors

The Company will disregard any votes cast on this resolution:

- by or on behalf of the Directors and any of their associates;
- by or on behalf of a member of the KMP or their closely related parties; and
- as a proxy by a member of the KMP or their closely related parties;

unless the vote is cast:

- by a person as a proxy for a person who is entitled to vote in accordance with a direction on the Proxy Form; and
- by the Chairman of the Meeting as proxy for a person entitled to vote and the Chairman has received express authority to vote undirected proxies as the Chairman sees fit.



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EXPLANATORY NOTES TO NOTICE OF ANNUAL GENERAL MEETING

BUSINESS

Item 1: Financial Reports

The business of the meeting will include receipt and consideration of the Financial Statements of the Company and the reports of the Directors and Auditors for the year ended 30 June 2017. Shareholders are not required to vote on these reports but will be given an opportunity to raise questions on the Reports at the meeting. The Auditors will be available at the meeting to answer any questions in relation to the Auditor's Report.

Item 2: Remuneration Report

The Board submits its Remuneration Report to shareholders for consideration and adoption by way of a non-binding ordinary resolution. The Remuneration Report is set out on pages 10-13 of the Company's 2017 Annual Report.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

The Board recommends that shareholders vote in favour of this resolution.

Subject to the Voting Exclusion statement contained in this Notice, the Chairman of the Meeting intends to vote all undirected proxies in favour of the adoption of the Remuneration Report.

Item 3: Election of Director

Mr G J Forsyth retires by rotation in accordance with clause 10.4 of the Company's Constitution and, being eligible for re-election, offers himself for re-election.

Mr Forsyth was appointed as a Non-Executive Director on 25 January 2006 and was appointed Chairman of the Board on 17 March 2010. He is also the Chairman of the Audit Committee and a member of the Remuneration Committee. Mr Forsyth has over 30 years' experience in financial markets specialising in Australian listed equities.

The Board (excluding Mr Forsyth who has abstained) recommends that shareholders vote in favour of this resolution.

The Chairman of the Meeting intends to vote all undirected proxies in favour of the re-election of Mr Forsyth.

Item 4 - Increase the maximum aggregate amount of remuneration that may be paid to Non-Executive Directors

Shareholder approval is sought, in accordance with clause 10.12 of the Company Constitution and ASX Listing Rule 10.17, to increase the maximum aggregate amount of remuneration that may be paid to Non-Executive Directors from the present \$200,000 per annum to \$400,000 per annum.

The present maximum aggregate amount of \$200,000 per annum was approved by shareholders at the 2002 Annual General Meeting of the Company and has not been amended for 15 years.



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EXPLANATORY NOTES TO NOTICE OF ANNUAL GENERAL MEETING

Item 4 - Increase the maximum aggregate amount of remuneration that may be paid to Non-Executive Directors (continued)

The Directors consider it is now reasonable and appropriate to seek to increase the maximum aggregate amount of remuneration to give the Board flexibility to retain current Directors and attract and appoint additional Non-Executive Director(s) when required.

Total remuneration paid to Directors is detailed in the Remuneration Report in the Company's 2017 Annual Report.

The Board abstains from making a recommendation in relation to this resolution.

Subject to the Voting Exclusion statement contained in this Notice, the Chairman of the Meeting intends to vote all undirected proxies in favour of the increase in the maximum aggregate amount of remuneration that may be paid to Non-Executive Directors.