



SUPPLY NETWORK LIMITED

ABN 12 003 135 680

1 Turnbull Close Pemulwuy NSW 2145

PO Box 3405 Wetherill Park NSW 2164

Telephone: 02 8624 8077

ASX Release

8 October 2024

2024 Notice of Annual General Meeting

Please find attached the following documents which are being sent to shareholders:

- 2024 Notice of Annual General Meeting and Explanatory Notes
- Voting Form
- Letter from the Chairman
- Email to shareholders

Authorised by the Board of Supply Network Limited

Robert Coleman

Chief Financial Officer/Secretary

Telephone: + 61 2 8624 8077



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2024 NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (Meeting) of Supply Network Limited (Company) will be held at 2.00 pm on Wednesday, 27 November 2024 at the offices of HLB Mann Judd, Level 5, 10 Shelley St, Sydney NSW 2000.

BUSINESS

1. **Financial Reports**

To receive and consider the Financial Statements and the Reports of Directors and Auditor for the year ended 30 June 2024.

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 2024.”

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 on page 3).

3. **Election of Director**

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

“To re-elect Mr P W Gill as a Director, who retires by rotation in accordance with clause 10.6 of the Company’s Constitution and, being eligible for re-election, has offered himself for re-election.”

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

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

“To elect Mr R D Fraser as a Director, who was appointed on 12 April 2024 and ceases to hold office in accordance with clause 10.11 of the Company’s Constitution and, being eligible offers himself for election.”

Biographical information on Mr Fraser 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 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 clause 10.12 of the Company’s Constitution and ASX Listing Rule 10.17, from \$400,000 to \$600,000 per annum.”

An explanation of this proposal 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 on page 3).

By order of the Directors

A handwritten signature in dark ink, appearing to read 'Robert Coleman', is written over a light blue horizontal line.

Robert Coleman

8 October 2024



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EXPLANATORY NOTES TO NOTICE OF ANNUAL GENERAL MEETING

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.

Direct Voting Prior to the Meeting

To lodge direct votes in advance of the Meeting, go to www.investorvote.com.au and follow the prompts and instructions. Shareholders will need their unique 6-digit Control Number which is located on your Voting Form or by contacting the Company's share registry, Computershare Investor Services Pty Limited (Computershare), on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside of Australia) who will assist.

For direct votes to be effective, they must be lodged not less than 48 hours prior to the Meeting.

If a shareholder is entitled to cast two or more votes at the Meeting, the shareholder may specify the proportion or number of direct votes that they wish to cast "For", "Against" or specify that they "Abstain" from voting on an item. Fractions of votes will be disregarded.

If a shareholder specifies that they will "Abstain" from voting on an item, the shares that are the subject of the direct vote will not be counted in calculating the required majority.

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 (Notice). 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, either:

- by post to GPO Box 242, Melbourne, VIC 3001;
- by delivery to Level 8, 22 Pitt Street, Sydney; or
- by facsimile on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia);

not less than 48 hours prior to the meeting.



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EXPLANATORY NOTES TO NOTICE OF ANNUAL GENERAL MEETING (continued)

Voting Exclusions

Item 2 - Remuneration Report

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

- a member of the Key Management Personnel (KMP), as disclosed in the Remuneration Report; or
- an associate of those persons;

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 in favour of this resolution by or on behalf of:

- a member of the KMP, as disclosed in the Remuneration Report; or
- an associate of those persons;

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.



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EXPLANATORY NOTES TO NOTICE OF ANNUAL GENERAL MEETING (continued)

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 Auditor for the year ended 30 June 2024. 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 Auditor 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 11-14 of the Company's 2024 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

(a) Mr P W Gill 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 Gill was appointed to the Board in May 2008 as Finance Director and after his retirement in 2018 remained on the Board as a Non-executive Director, member of the Remuneration Committee and Chairman of the Audit and Risk Committee. He is a Chartered Accountant with a Bachelor of Business degree and has over 40 years of experience in accounting and finance in both commercial and professional fields. He is a Chartered Secretary and a Fellow of the Governance Institute of Australia.

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

(b) Mr R D Fraser was appointed to the Board on 12 April 2024 and ceases to hold office in accordance with clause 10.11 of the Company's Constitution and, being eligible offers himself for election.

Mr Fraser is an experienced corporate advisor and company director and has over 35 years of investment banking experience. He has a Bachelor of Economics and a Bachelor of Laws (Hons) from the University of Sydney. He is a member of the Remuneration Committee and the Audit and Risk Committee.

The Board (excluding Mr Fraser who has abstained) unanimously 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 Gill and the election of Mr Fraser.



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EXPLANATORY NOTES TO NOTICE OF ANNUAL GENERAL MEETING (continued)

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

The Company is required to obtain shareholder approval for an increase in the maximum aggregate amount of remuneration that may be paid to Non-executive Directors.

The maximum aggregate remuneration level has not been amended since 2017.

The Directors consider that it is now reasonable and appropriate to seek to increase the maximum aggregate amount of remuneration from \$400,000 to \$600,000 per annum in order to: give the Board flexibility to retain current Directors and attract and appoint additional Non-executive Director(s) when required; provide for incremental increases in remuneration in line with market conditions; and take into account the appointment of an additional Non-executive Director in April 2024.

Total remuneration paid to Directors is detailed in the Remuneration Report in the Company's 2024 Annual Report.

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 increase in the maximum aggregate amount of remuneration that may be paid to Non-executive Directors.



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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 vote to be effective it must be received by **2:00pm (AEDT) on Monday, 25 November 2024.**

Voting Form

How to Vote on Items of Business

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

VOTE DIRECTLY

Voting 100% of your holding: Mark either the For, Against or Abstain box opposite each item of business. Your vote will be invalid on an item if you do not mark any box OR you mark more than one box for that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the 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.

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 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 Form:

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:
SRN/HIN:
PIN:

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.

☐ **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.

Voting Form

Please mark ☒ to indicate your directions

Step 1 Indicate How Your Vote Will Be Cast *Select one option only*

XX

At the Annual General Meeting of Supply Network Limited to be held at HLB Mann Judd, Level 5, 10 Shelly St, Sydney NSW 2000 on Wednesday, 27 November 2024 at 2:00pm (AEDT) and at any adjournment or postponement of that meeting, I/We being member/s of Supply Network Limited direct the following:

A Vote Directly ☐ Record my/our votes strictly in accordance with directions in Step 2. **PLEASE NOTE:** A Direct Vote will take priority over the appointment of a Proxy. For a valid Direct Vote to be recorded you must mark FOR, AGAINST, or ABSTAIN on each item.

OR

B Appoint a proxy to vote on your behalf ☐ I/We 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).

Chairman authorised to exercise undirected proxies on remuneration related resolutions: 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 Items 2 and 4 (except where I/we have indicated a different voting intention in step 2) even though Items 2 and 4 are 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 Items 2 and 4 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you have appointed a proxy and 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. If you are directly voting and you mark the **Abstain** box for an item, it will be treated as though no vote has been cast on that item and no vote will be counted in computing the required majority.

		For	Against	Abstain
2	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3a	Re-election of Mr P W Gill	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3b	Re-election of Mr R D Fraser	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Increase the maximum aggregate amount of remuneration that may be paid to Non-Executive Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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



SUPPLY NETWORK LIMITED

ABN 12 003 135 680

1 Turnbull Close Pemulwuy NSW 2145

PO Box 3405 Wetherill Park NSW 2164

Telephone: 02 8624 8077

Dear Shareholder

I am pleased to invite you to attend the 2024 Annual General Meeting of Supply Network Limited (the Company) and have enclosed the Notice of Annual General Meeting which sets out the items of business. The meeting will be held at the offices of HLB Mann Judd, Level 5, 10 Shelley St, Sydney NSW 2000 at 2:00pm (AEDT) on Wednesday, 27 November 2024.

If you are attending this meeting, we request that you RSVP by email to robertcoleman@supplynetwork.com.au to enable access to HLB Mann Judd's offices. Please bring this letter with you to facilitate registration into the meeting.

If you are unable to attend, we encourage you to submit a direct vote or appoint a proxy online at www.investorvote.com.au.

A shareholder entitled to vote is entitled to appoint a proxy to attend and vote instead of the shareholder. A suitable Proxy Form accompanies the 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 the Company's share registry, Computershare Investor Services Pty Limited, either:

- by post to GPO Box 242, Melbourne, VIC 3001;
 - by delivery to Level 8, 22 Pitt Street, Sydney; or
 - by facsimile on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia);
- not less than 48 hours prior to the meeting (i.e. by 2.00pm (AEDT) on Monday, 25 November 2024).**

The Annual Report is now available on the Supply Network Limited website at www.supplynetwork.com.au.

If you would prefer to receive your copy of the Annual Report electronically, please visit www.investorcentre.com/au and provide your email address. If you are new to the Investor Centre website, simply click "Access a Single Holding Enquiry" and enter your SRN/HIN and postcode.

Corporate shareholders will be required to complete a "Certificate of Appointment of Representative" to enable a person to attend on their behalf. A form of this certificate may be obtained from the Company's share registry.

I look forward to your attendance at the meeting.

Yours sincerely

A handwritten signature in black ink, appearing to read 'G Forsyth', written over a light blue horizontal line.

Gregory Forsyth
Chairman

From: Supply Network Limited

Sent:

To:

Subject: Supply Network Limited 2024 Annual General Meeting



NOTICE OF MEETING

The Supply Network Limited Annual General Meeting will be held on **Wednesday, 27 November 2024 at 2:00pm (AEDT)**. You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To cast a direct vote or appoint a proxy, and to access the Notice of Meeting and other meeting documentation, click the link below.

**CAST A DIRECT VOTE OR
APPOINT A PROXY**

Direct votes and Proxy appointments must be received by 2:00pm (AEDT) on Monday, 25 November 2024.



ATTENDING THE MEETING IN PERSON

The meeting will be held at HLB Mann Judd, Level 5, 10 Shelly St, Sydney
NSW 2000

If you are attending this meeting, we request that you RSVP by email to robertcoleman@supplynetwork.com.au to enable access to the Mann Judd's offices. Please bring this email notification with you to facilitate registration into the meeting.

CONTACT COMPUTERSHARE

Supply Network Limited | ABN 12 003 135 680

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.

You have received this message because you have elected to receive electronic securityholder communications. To change your preferences login to [Investor Centre](#), select the "Communication Preferences" option and follow the prompts. We may occasionally send marketing material about products and services. To opt-out of receiving these communications, reply with the word "unsubscribe".