

Notice of Extraordinary General Meeting

Notice is hereby given of an Extraordinary General Meeting of
CHALMERS LIMITED ABN 34 004 471 032

**To be held at 20-28 Cawley Rd Yarraville Victoria on
Friday 1st December 2017 at 10am**

Items of Business

Re-election of Directors

At the Annual General Meeting held at 10am 1st November 2017 Chalmers received a second strike on its Remuneration Report when more than 25% of votes cast were against adoption of the 2017 Remuneration Report. The resulting vote on resolution 5, the Conditional Spill Resolution, was passed when more than 50% of votes cast were cast for the Spill Resolution.

The following resolutions are proposed for shareholders to consider, and if thought fit, to pass as separate ordinary resolutions:

1. re-elect Mr Andrew Murrowood as a director.
2. re-elect Mr Graham Mulligan as a director.
3. re-elect Mr Gary Chalmers as a director.
4. re-elect Mr Peter Brannighan as a director.
5. re-elect Mr Layton Daglish as a director.

By Order of the Board



**Kane Harnden
Company Secretary**

2nd November 2017

Explanatory Notes

Background to the Spill Meeting

Under the “two strikes” provisions of the *Corporations Act 2001* (Cth) (**Corporations Act**), if at least 25% of the votes cast on the adoption of the Remuneration Report of the Company are against the adoption of the Remuneration Report at two consecutive Annual General Meetings, the Company must put to the shareholders a “Spill Resolution” at the second AGM. If the spill resolution is passed, the Company must hold another general meeting of shareholders within 90 days of the second AGM to consider the composition of the Board (**Spill Meeting**).

At the Annual General Meeting held at 10am 1st November 2017 Chalmers received a second strike on its Remuneration Report when more than 25% of votes cast were against adoption of the 2017 Remuneration Report. The resulting vote on resolution 5, the Conditional Spill Resolution, was passed when more than 50% of votes cast were cast for the Spill Resolution, requiring the Company to hold a Spill Meeting.

In accordance with the Corporations Act, the following Non-executive Directors will automatically vacate office immediately before conclusion of the Spill Meeting and, being eligible, offer themselves for re-election:

- Mr Andrew Murrowood,
- Mr Graham Mulligan,
- Mr Gary Chalmers,
- Mr Peter Brannighan, and
- Mr Layton Daglish.

The Managing Director, Mr John Carew, was not subject to the Spill Resolution and will remain in office in accordance with the Corporations Act.

If a Director is re-elected at the Spill Meeting, the Corporations Act provides that the term of office of that director will not be affected by the Spill Meeting. This means that the Director will be subject to retirement and re-election to an AGM of the Company as if their cessation of appointment and re-election in connection with the Spill Meeting had never happened.

There is no voting exclusion applicable to the resolutions to be put at the Spill Meeting.

Board recommendations

The Board recommends (with each Director abstaining from the resolution concerning their own re-election) that shareholders vote **FOR** each Director’s re-election to the Board.

Director biographies

Mr Andrew Murrowood

Position: Non-executive Chairman

Appointed: 2009

Board Committees: Member of the Audit and Remuneration Committees and Risk Management Group.

Mr Murrowood is Chairman. He has significant experience in logistics, manufacturing and executive search and recruitment.

Mr Graham Mulligan

Position: Non-executive Director

Appointed: 2009

Board Committees: Chairman of the Remuneration Committee and member of the Audit Committee.

Mr Mulligan is Deputy Chairman. He has considerable expertise and experience in ports and infrastructure.

Mr Gary Chalmers

Position: Executive Director

Appointed: 1990

Mr Chalmers has worked in varied roles with Chalmers over the last 35 years and holds the executive role of Director – Container Services.

Mr Peter Brannighan

Position: Non-executive Director

Appointed: 2015

Board Committees: Chair of the Audit Committee and a member of the Risk Management Group

Mr Brannighan has financial expertise in a range of industries.

Mr Layton Daghish

Position: Non-executive Director


Appointed: 2015

Board Committees: Chair of the Risk Management Group and member of the Remuneration Committee


Mr Daghish has significant experience in logistics, warehousing and primary industry.

LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
Chalmers Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**
Telephone: +61 1300 554 474

PROXY FORM

I/We..... being a member(s) of Chalmers Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

☐ **the Chairman of the Meeting (mark box)**

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Extraordinary General Meeting of the Company to be held at **10:00am on Friday, 1 December 2017 at the Company's head office at 20-28 Cawley Road, Yarraville Victoria 3013 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an T

Resolutions

For Against Abstain*

For Against Abstain*

1 Re-elect Andrew Murrowood as director

☐ ☐ ☐

5 Re-elect Mr Layton Daglish as a director

☐ ☐ ☐

2 Re-elect Mr Graham Mulligan as a director

☐ ☐ ☐

3 Re-elect Mr Gary Chalmers as a director

☐ ☐ ☐

4 Re-elect Mr Peter Brannighan as a director

☐ ☐ ☐

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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am on Wednesday, 29 November 2017**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgment facility, shareholders will need their "Holder Identifier" (Security holder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MAIL

Chalmers Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138
or
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)