

ADG GLOBAL SUPPLY LIMITED

ACN 082 341 197

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of ADG Global Supply Ltd (**Company**) will be held at Perth on 10 May 2017 at 11:30 (Perth time).

Ordinary business

Annual financial and other reports

To receive the Company's financial report, directors' report and auditor's report for the financial year ended 30 June 2016.

Resolution 1 — adoption of remuneration report

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

“That the remuneration report for the year ended 30 June 2016 be adopted.”

Note: The remuneration report is set out in pages 6-11 of the Company's 2016 Annual Report. The vote on this resolution is advisory only and does not bind the directors of the Company.

Resolution 2 – election of John Cahill as a director

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

“That, John Cahill, who was appointed a director under a casual appointment, being eligible to stand for election, be elected as a director of the Company.

Resolution 3 – election of Karen Amos as a director

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

“That, Karen Amos, who was appointed a director under a casual appointment, being eligible to stand for election, be elected as a director of the Company.

Resolution 4 – election of Martin Casey as a director

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

“That, Martin Casey, who was appointed a director under a casual appointment, being eligible to stand for election, be elected as a director of the Company.

Dated: 4 April 2017

By order of the board



Martin Casey
Company Secretary

Notes:

1. A member entitled to attend and vote at this meeting is entitled to appoint one proxy or, if the member is entitled to cast two or more votes at the meeting, two proxies to attend and vote on behalf and instead of the member.
2. Where two proxies are appointed and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half of the votes.
3. A proxy need not be a member.
4. A proxy form accompanies this notice. To be valid it must be received by the Company's share registrar, Boardroom Pty Ltd, or by the Company at its registered office, together with the power of attorney or other authority (if any) under which the form is signed, or a certified copy of that power or authority, not less than 48 hours before the time for holding the meeting, namely by 11:30am (Perth time) on 8 May 2017
5. Delivery details are as follows:

To the Company's share registrar:

(a) By post to:

Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

(b) In person to:

Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

(c) By facsimile on + 61 2 9290 9655

(d) To the Company's registered office: By hand delivery or post to:

ADG Global Supply Ltd,
Unit 132, 15 Hall Street
Port Melbourne Victoria 3207
6. Regulation 7.11.37 determination: A determination has been made by the board of directors of the Company under regulation 7.11.37 of the *Corporations Regulations* 2001 (Cth) that those persons who are registered as the holders of shares in the Company as at 7:00 pm (Perth time) on 8 May 2017 will be taken to be the holders of shares for the purposes of determining voting entitlements at the meeting.

Voting exclusion statement:

The Company will disregard any votes cast on:

Resolution 1 (adoption of remuneration report) by or on behalf of a member (**KMP Member**) of the key management personnel for the Company (details of whose remuneration are included in the remuneration report, and includes each director of the Company), or a closely related party of a KMP Member;

However, the Company need not disregard a vote:

in relation to Resolution 1 if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or

in relation to Resolution 1, if it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides (and the appointment expressly authorises the chair to vote in accordance with a direction on the proxy form to vote as the proxy decides, even if the resolution is connected directly or indirectly with the remuneration of a KMP Member).

The chair of the meeting intends to vote undirected proxies held by him in favour of each resolution. Please refer to the proxy form accompanying this notice of meeting for more information.

ADG GLOBAL SUPPLY LTD
ACN 082 341 197

Explanatory Statement

**In relation to the ordinary business at ADG Global Supply Ltd's
Annual General Meeting.**

This Explanatory Statement is an explanation of, and contains information about, the resolutions to be considered at the Annual General Meeting. It is given to shareholders of ADG Global Supply Ltd to help them determine how to vote on the resolutions set out in the accompanying Notice of Annual General Meeting.

IMPORTANT NOTICES

This explanatory statement is an important document and should be read carefully. It comprises part of, and should be read in conjunction with, the notice of the AGM of ADG Global Supply Ltd (**Company**) to be held on 10 May 2017.

Shareholders are encouraged to read this explanatory statement and the accompanying material in its entirety before making a decision on how to vote on any of the proposed resolutions.

Disclaimer

The information in this explanatory statement should be read in conjunction with the Company's other periodic and continuous disclosure announcements and other announcements to ASX which are available at www.asx.com.au.

In preparing this explanatory statement, the Company has not taken into account the investment objectives, financial situation or particular needs of any particular person. Accordingly, before acting on this explanatory statement, you may need to obtain independent legal, financial and/or taxation advice in light of your own financial circumstances.

1 OVERVIEW OF BUSINESS OF THE MEETING

1.1 Overview of ordinary business

As part of its ordinary business at the AGM, the Company will be seeking:

- (a) the adoption of the Company's remuneration report for the year ended 30 June 2016; and
- (b) the election of Mr John Cahill, Ms Karen Amos and Mr Martin Casey as directors.

Further detail in respect of each of these resolutions is set out below.

1.2 Director's recommendations for business of the meeting

All Directors have approved this explanatory statement.

Resolutions 1, 2, 3 and 4

Your Directors unanimously recommend that Shareholders not precluded from voting **vote in favour** of resolutions 1, 2, 3 and 4.

2 DETAILS OF THE PROPOSED RESOLUTIONS

Ordinary business

2.1 Resolution 1 - adoption of remuneration report

There will be an opportunity for Shareholders at the meeting to comment on and ask questions about the remuneration report, which appears on pages 6-11 of the Company's 2016 annual report.

The vote on the proposed resolution adopting the remuneration report is advisory only and will not bind the Company or its Directors. However, the Board will take the outcome of the vote into consideration when reviewing the Company's remuneration policy and practices.

The Corporations Act contains a 'two strikes' rule in relation to remuneration reports. Briefly, if at two consecutive annual general meetings 25% or more votes were cast against the

resolution that the Company's remuneration report be adopted, a 'spill resolution' must be put to the vote at that annual general meeting. The spill resolution is that another meeting of Shareholders be held within 90 days at which all directors (other than the managing director) must submit to re-election. At the previous AGM, the remuneration report was adopted (and did not receive more than 25% of votes against the motion).

2.2 Resolution 2 - election of Mr John Cahill

Mr John Cahill was appointed a director on 29 July 2016, under a casual appointment.

The Company's Constitution and Listing Rule 14.4 provides that a director appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the company.

Accordingly, Mr Cahill offers himself for election.

Mr Cahill is a fellow of the Institute of Public Accountants and has specialized in supply chain solutions for the past 35 years. John's experience includes shipping, freight forwarding, warehouse logistics, trade finance solutions and road transport.

John has been a director and company secretary of a number of large logistics companies where has specialized in turning around loss making businesses. John is not currently a director of another public company.

2.3 Resolution 3 - election of Ms Karen Amos

Ms Karen Amos was appointed a director on 29 July 2016, under a casual appointment.

The Company's Constitution and Listing Rule 14.4 provides that a director appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the company.

Accordingly, Ms Amos offers herself for election.

Ms Amos is part of the executive leadership team at Speedmark Australia Pty Ltd, a private Australian based freight forwarder and logistics company. Karen has over 40 years' experience in international logistics and trade, with experience in project management roles and business restructuring.

2.4 Resolution 4 - election of Mr Martin Casey

Mr Martin Casey was appointed a director on 29 July 2016, under a casual appointment.

The Company's Constitution and Listing Rule 14.4 provides that a director appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the company.

Accordingly, Mr Casey offers himself for election.

Mr Casey is a corporate adviser, with experience as an investment banker and lawyer and he advises a number of clients. Martin is also a partner in VC technology fund Rampersand. Martin was previously a Director of Corporate Advisory at investment bank Credit Suisse and before that, a partner in an international law firm.

Martin is also a director of Thorney Technologies Ltd (ASX:TEK).

CORPORATE DIRECTORY

Company

ADG Global Supply Ltd

Directors

Mr John Cahill
Ms Karen Amos
Mr Martin Casey

Company Secretary

Mr Martin Casey

Share Registrar:

Boardroom Pty Limited
Grosvenor Place, Level 12
225 George Street, Sydney, NSW, 2000, Australia

Post: Boardroom Pty Limited
GPO Box 3993, Sydney NSW 2001

Email: enquiries@boardroomlimited.com.au

Phone: 1300 737 760 (in Australia)
+61 29290 9600 (international)



All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:30am (Perth time), 8 May 2017.**

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by 11:30am (Perth time) **on 8 May 2017.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged:

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **ADG Global Supply Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

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 at the Annual General Meeting of the Company to be held at the RSM Australia, 8 St Georges Terrace Perth WA **on 10 May 2017 at 11:30am** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

STEP 2 VOTING DIRECTIONS

* 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 vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	To Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	To elect Mr John Cahill as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	To elect Ms Karen Amos as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	To elect Mr Martin Casey as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director and Sole Company Secretary

Director

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2017