



Buderim Ginger

2014 Notice of Annual General Meeting in respect of the year ended 30 June 2014

Notice is hereby given that an Annual General Meeting of shareholders of BUDERIM GINGER LIMITED (the "Company") will be held at The Ginger Factory, 50 Pioneer Road, Yandina, Queensland on 31 October 2014 at 10.00 am (Brisbane time).

Note: For the purposes of the Corporations Act, the Company has determined that the voting entitlements for the purposes of the Annual General Meeting will be based on the registered holdings as at 7.00pm (Sydney time) on 29 October 2014. Accordingly, those persons will be entitled to attend and vote at the Annual General Meeting.



ORDINARY BUSINESS

1 Financial Statements and Reports

To receive and consider the following reports in respect of the financial year of the Company ended 30 June 2014:

- The Financial Report (which includes the Statement of Financial Position, Statement of Comprehensive Income, Cash Flow Statement and Directors' Declaration); and
- The Directors' Report and the Auditor's Report.

2 Resolution 1 – Re-election of Director – Mr Shane Tyson Templeton

To consider and, if thought fit, to pass the following Ordinary Resolution:

- That Mr Shane Tyson Templeton, who retires by rotation in accordance with the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director.

3 Resolution 2 – Election of Director – Mr Peter Francis O'Keeffe

To consider and, if thought fit, to pass the following Ordinary Resolution:

- That Mr Peter Francis O'Keeffe, who has been duly nominated in accordance with Clause 15.3 of the Company's Constitution, be elected as a Director.

4 Resolution 3 – Directors' Remuneration Report

To consider and, if thought fit, to pass the following Ordinary Resolution under section 250R of the Corporations Act:

- That the section of the Directors' Report dealing with the remuneration of the Company's Directors and senior executives ('Remuneration Report') be adopted.

Notes: (1) *This resolution is advisory only and does not bind the Company or the directors.*
(2) *If 25% or more of votes that are cast are voted against the remuneration report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a 'spill resolution') that another meeting be held within 90 days at which all of the Company's directors must stand for re-election.*

Voting exclusion

The Company will disregard and not count any votes cast (in any capacity) on Resolution 3 by or on behalf of either or both the following persons:

- (a) *a member of the Company's Key Management Personnel; or*
 - (b) *a Closely Related Party of a member of the Company's Key Management Personnel.*
- unless:*
- (c) *the person*
 - (i) *does so in relation to a resolution where they hold a Directed Proxy Form; or*
 - (ii) *is the Chairman of the Meeting and is expressly authorised to exercise the proxy even though the resolution is a Remuneration Resolution; and*
 - (d) *the vote is not cast on behalf of a person described in paragraph (a) and (b) above.*

5 Other Business

To transact any other business which may be brought forward in conformity with the Company's Constitution.

Andrew Bond
Company Secretary
Yandina - 19 September 2014

EXPLANATORY NOTE TO ITEM 2 (Resolution 1)

Re-Election of Director

Clause 18.1 of the Company's Constitution states that a Director (other than a Managing Director) must not retain office for more than 3 calendar years or beyond the third annual general meeting following his appointment, without submitting himself for re-election.

Mr Templeton was last re-elected as a Director at the AGM in April 2012 and accordingly retires at this Meeting, and offers himself for re-election.

The Directors (with Mr Templeton abstaining) recommend that shareholders vote in favour of this resolution.

EXPLANATORY NOTE TO ITEM 3 (Resolution 2)

Election of Director

Clause 15.3 of the Company's Constitution states a person is not eligible to be elected as a Director at a general meeting unless a Member intending to propose him has up to 35 Business Days before the meeting left at the registered office of the Company a notice in writing duly signed by the nominee, giving his consent to the nomination and signifying his candidature for the office or the intention of the Member to propose him.

Mr O'Keeffe has been duly nominated by Mr John Cheadle and offers himself for election.

EXPLANATORY NOTE TO ITEM 4 (Resolution 3)

Directors' Remuneration Report

The Corporations Act requires that the section of the Directors' Report dealing with the remuneration of Directors and senior executives ('Remuneration Report') be put to the vote of shareholders for adoption.

Following consideration of the Remuneration Report, the Chairman will give shareholders a reasonable opportunity to ask questions about or to make comments on the Remuneration Report. The vote on this resolution is advisory only and does not bind the Company or its Directors.

The Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.

A voting exclusion applies to Key Management Personnel and their Closely Related Parties in certain circumstances – please see the notes to Resolution 3.

Under the *Corporations Act 2001*, if 25% or more of the votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a 'spill' resolution) that another meeting be held within 90 days at which all of the Company's directors must go up for re-election.

As the directors have a personal interest in the proposed Resolution 3, they make no recommendations as to how shareholders should vote on the Resolution.

The Chairman intends to vote all open proxies in favour of this resolution.

Copies of the Constitution are available upon request from the Company Secretary of Buderim Ginger Limited.

Andrew Bond
Company Secretary
Buderim Ginger Limited
Telephone: (07) 5446 7100
Facsimile: (07) 5446 7520
Email: abond@buderimginger.com
(Proxy Information - Over)

APPOINTMENT OF PROXIES

A proxy form is enclosed for your use if required. Please note the following:

- 1 If a member is entitled to attend and vote at this meeting:
 - the member may appoint any person as his or her proxy to attend and vote for the member at the meeting.
 - a proxy need not be a member of the Company.
 - a member who is entitled to cast 2 or more votes at the meeting may appoint 2 proxies to attend on the same occasion. If 2 proxies are appointed and the appointment does not specify the proportion or number of the member's votes each proxy may exercise half of the member's votes, however, the appointment may specify the proportion of number of the votes that the proxy may exercise.
- 2 It is not necessary to fill in the name of the person appointed proxy unless it is desired to appoint some person other than the Chairman.
- 3 Where only one proxy is to be appointed complete the proxy form attached.
- 4 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 and return it to Computershare Investor Services Pty Limited at the address below.
- 5 The form must be signed personally by the member or his/her attorney. A corporation must sign in accordance with its Constitution.
- 6 Where the proxy form is signed by an attorney, the power of attorney must be produced at the share registry or registered office not less than 24 hours before the time appointed for holding the Meeting.
- 7 If you desire your proxy/proxies to vote in a certain way place an 'x' in the appropriate box beside each resolution. If you do not direct your proxy/proxies on any resolution your proxy/proxies may vote as he/she/they think fit.
- 8 Proxies must be received by our Share Registry, Computershare Investor Services Pty Limited, at least 24 hours before the time of the holding of the meeting. Proxies can be:
 - delivered by post to the Share Registry of Buderim Ginger Limited, Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria 3001; or
 - sent by fax to the Share Registry of Buderim Ginger Limited, Computershare Investor Services Pty Limited on 1800 783 447 (within Australia) or + 61 3 9473 2555 (outside Australia).
 - online by scanning the QR code or by visiting www.investorvote.com.au and entering the control number found on the front of your accompanying proxy form. Intermediary Online subscribers (Institutions/Custodians) may lodge their proxy instruction online by visiting www.intermediaryonline.com.



ABN 68 010 978 800



Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

└ 000001 000 BUG
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: 1999999999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



For your vote to be effective it must be received by 10:00 am (Brisbane Time) Thursday 30 October 2014

How to Vote on Items of Business

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

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 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form →**

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



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.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Buderim Ginger Limited 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) at the Annual General Meeting of Buderim Ginger Limited to be held at **The Ginger Factory, 50 Pioneer Road, Yandina, Queensland on Friday, 31 October at 10:00 am (Brisbane Time)** and at any adjournment or postponement of that Meeting.

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 **Item 3** (except where I/we have indicated a different voting intention below) even though **Item 3** is 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 **Item 3** by marking the appropriate box in step 2 below.

STEP 2 Items of Business



PLEASE NOTE: If 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.

- 1 Re-election of Director - Mr Shane Tyson Templeton
- 2 Election of Director - Mr Peter Francis O'Keeffe
- 3 Directors' Remuneration Report

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<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.

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date

/ /



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