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ABN 67 050 611 642

19 September 2014

ASX Markets Announcements
Australian Securities Exchange Limited
20 Bridge Street
SYDNEY NSW 2000

Dear Shareholder,

SAI Global Limited (SAI): Notice of 2014 Annual General Meeting

Please find **attached** the Notice of Annual General Meeting for SAI Global Limited (SAI) to be convened on **Thursday 23rd October 2014**, commencing at **10:00 am** at SMC Conference & Function Centre (Corinthian Room): 66 Goulburn Street, Sydney.

If you are attending, kindly bring the attached Proxy Form with you as this will assist with your registration. If you cannot attend, you are encouraged to complete and lodge the Proxy Form as directed.

Details of SAI Directors who are retiring either by rotation and who are now offering themselves for re-election are set out in the Explanatory Statements and other relevant information is **enclosed**.

Those shareholders who have elected not to receive a hard copy of the Annual Report may access it through the Company's Investor Centre at www.saiglobal.com/InvestorCentre.

We look forward to your participation at the meeting.

Yours sincerely

A handwritten signature in black ink, appearing to read "Hanna Myllynen".

Company Secretary



SAI GLOBAL LIMITED
ABN 67 050 611 642

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of SAI Global Limited ("the Company" or "SAI") will be held at SMC Conference & Function Centre (Corinthian Room): 66 Goulburn Street, Sydney NSW 2000 on Thursday 23rd October 2014 at 10:00 am to conduct the following business:

BUSINESS

SAI's Financial Statements and Reports

1. To receive and consider the Financial Report, Directors' Report and Independent Auditor's Report for SAI and its controlled entities for the year ended 30 June 2014.

Resolution 1: Remuneration Report

2. To consider and, if thought fit, to pass the following advisory resolution:

That the Company's Remuneration Report for the financial year ended 30 June 2014 (set out in the Directors' Report) is adopted.

Resolution 2: Re-election of Director: Ms Anna Buduls

3. To consider and, if thought fit, to pass the following ordinary resolution:

That Ms Anna Buduls who retires by rotation in accordance with the Company's Constitution and offers herself for re-election, is re-elected as a director of SAI.

Resolution 3: Re-election of Director: Mr W Peter Day

4. To consider and, if thought fit, to pass the following ordinary resolution:

That Mr W Peter Day who retires by rotation in accordance with the Company's Constitution and offers himself for re-election, is re-elected as a director of SAI.

5. **Other business**

By order of the Board

A handwritten signature in black ink, appearing to read "Hanna Mylly".

Company Secretary
19 September 2014

VOTING EXCLUSION STATEMENTS

(a) A vote on **Resolution 1** (Remuneration Report) must not be cast, and the Company will disregard any votes cast, (in any capacity) by or on behalf of the following persons:

- members of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- a Closely Related Party of such a member.

However, a person described above may cast a vote on this Resolution, and the Company need not disregard the vote, if the vote is cast on behalf of a person entitled to vote and:

- the person does so as a proxy appointed by writing which specifies how the proxy is to vote upon that Resolution; or
- it is cast by the person chairing the meeting, and;
 1. the proxy appointment does not specify how the proxy is to vote; and,
 2. the appointment expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

For the purposes of such voting exclusions under the *Corporations Act*:

- Key Management Personnel has the same meaning as in the *Corporations Act*, and generally means the Directors and any other senior executives of the Company; and
- Closely Related Parties has the same meaning as in the *Corporations Act*, and generally includes certain family members and dependents of, and companies controlled by, Key Management Personnel.

PROXIES AND VOTING

A Proxy Form, including instructions on how to appoint a proxy and how to complete and lodge the Proxy form, **is enclosed**.

SAI has determined in accordance with regulation 7.11.37 of the *Corporations Regulations* that for the purpose of voting at the general meeting, shares will be taken to be held by those who hold them at 7:00 pm (Sydney time) on 21 October 2014.

A member entitled to attend and vote is entitled to appoint a proxy. A member entitled to cast two or more votes may appoint two proxies. Where two proxies are appointed, each proxy may be appointed to represent a specific proportion of the member's voting rights and an additional form of proxy is available on request from SAI. A proxy need not be a member of SAI.

The form of proxy must be signed by the member or an attorney authorised by the member. Forms of proxies given by corporations must be signed in accordance with their constituent documents or as authorised by the *Corporations Act*.

If the form of proxy is executed under a Power of Attorney then the original or a certified copy of the instrument appointing the attorney must accompany the form of proxy unless it has already been noted by SAI.

The Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by 10:00 am (Sydney time), Tuesday 21 October 2014, being no

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 by:

- Electronic lodgement online at Link Market Services' website www.linkmarketservices.com.au in accordance with the instructions provided on the website. You will need your Security Reference Number (SRN) or Holder Identification Number (HIN) to lodge your proxy online (located under the barcode on your Proxy Form).
- Posting, delivery or facsimile to the Company's registry as follows:

SAI Global Limited
c/- Link Market Services Limited
Locked Bag A14
SYDNEY SOUTH NSW 1235
- Facsimile: In Australia (02) 9287 0309
From outside Australia +61 2 9287 0309
- Delivery to: Level 12, 680 George Street
SYDNEY NSW 2000

Chairman of the Meeting

Rule 5.5(a) of SAI's constitution states that "...*The chair of directors must preside as chair at each general meeting if present within 15 minutes after the time appointed for the meeting and willing to act.*"

Accordingly, and subject to no unforeseen circumstances, Mr Andrew Dutton, Executive Chairman of the Board of Directors of SAI will chair the Annual General Meeting.

Appointment of the Executive Chairman or other Key Management Personnel as your proxy

Due to the voting exclusions and requirements referred to above, if you intend to appoint the Executive Chairman, any other Director or Key Management Personnel or their Closely Related Parties or associates as your proxy, you are encouraged to direct your proxy on how to vote on Resolution 1 by marking either "For", "Against" or "Abstain" on the proxy form for the relevant item of business.

The Executive Chairman's stated voting intention is to vote, to the extent permitted by the law, any undirected proxies in favour of all proposed resolutions including Resolution 1 (Remuneration Report)

Further you should note that:

- if you execute a proxy form and do not nominate a person to act as your proxy, the Executive Chairman will be appointed as your proxy by default;
- if you appoint the Executive Chairman as your proxy or the Executive Chairman is appointed as your proxy by default, and the proxy form does not specify whether to

vote "For", "Against" or "Abstain", you will be taken to authorise the Executive Chairman to exercise the proxy even if the relevant resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel or the Executive Chairman has an interest in the outcome of the relevant resolution.

Shareholders always have the ability to appoint the Executive Chairman as their proxy to cast the votes contrary to the Executive Chairman's stated voting intention or to abstain from voting on a resolution.

If you appoint someone other than the Executive Chairman as your proxy who is another Director or member of Key Management Personnel or their Closely Related Parties or associates and do not direct them as to how to vote on a resolution which is subject to a voting exclusion on voting undirected proxies, then your proxy will not be voted on that resolution.

WEBCAST AND YOUR PRIVACY

Attendees at the meeting will be video recorded and the tapes may be viewed at the discretion of SAI for security purposes. A live audio webcast of the meeting will be available on the Company's website at www.saiglobal.com/our-company/investor-relations/webcasts.htm.

EXPLANATORY STATEMENTS

1. SAI's Financial and Other Reports and Shareholder Questions

The Financial Report, Directors' Report and Independent Auditor's Report for SAI for the year ended 30 June 2014 will be presented to the meeting. There is no requirement for shareholders to approve those reports. However, the Executive Chairman will allow a reasonable opportunity for shareholders to ask questions or make comments about those reports and the management of SAI. Shareholders will also be given a reasonable opportunity to ask questions about the conduct of the audit and the preparation and content of the Independent Auditor's Report.

You may also submit questions online at www.linkmarketserivces.com.au. To lodge your question you will need to login to the Link website using the holding details as shown on your proxy form. Select "Voting" and follow the prompts to lodge your questions.

2. Resolution 1: Remuneration Report

The Remuneration Report of the Company for the financial year ended 30 June 2014 is set out in the Directors' Report in the Annual Report to Shareholders 2013/2014 (Remuneration Report) and is also available on SAI's website at <http://www.saiglobal.com/InvestorCentre/Resultsandfinancials/>.

The Remuneration Report sets out, as at 30 June 2014, SAI's remuneration arrangements for the Directors, the Chief Executive Officers, the Executive Chairman and other Key Management Personnel as prescribed by the *Corporations Act* and Australian Accounting Standard 124.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting. In addition, the *Corporations Act* requires that Resolution 1, for the adoption of the Remuneration Report, be put to a vote. The vote on this resolution is advisory only and does not bind the Company or its Directors. However 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 and practices.

Board Recommendation:

The Board recommends adoption of the Remuneration Report.

3. Resolution 2: Re-election of Director: Ms Anna Buduls

The Company's Constitution requires that one-third of directors retire by rotation at each Annual General Meeting. By lots drawn to establish this rotation, Ms Buduls retires and, being eligible, offers herself for re-election.

Information about Ms Buduls:

Anna Buduls BA, MCom., Director

Ms Buduls, 63 years of age, was appointed to the Board of Directors of SAI Global Limited on 28 October 2003 and is currently also a member of the Board's Audit & Risk, Remuneration and IT Committees.

With 22 years' experience as a non-executive director across a range of industries and with extensive experience in journalism, investment banking (particularly mergers and acquisitions), investor relations and travel software development, Ms Buduls currently also serves on the Foreign Investments Review Board, APEC Advisory Council and the boards of Tramada Holdings Pty Limited (as Chairman) and Beyond Empathy (as Non-Executive Chairman).

In the last 3 years Ms Buduls has served on the Australian Social Inclusion Board and the boards of Centro Properties Group, Centro Retail Trust Limited and Elders Limited.

The Board looks forward to continuing to work with Ms Buduls for a further term and has resolved to endorse her re-election to the Board at the 2014 Annual General Meeting.

Independence

Ms Buduls is an independent director who adds vast experience to the Board, both from her time on the SAI Global Board and from diverse executive and non-executive professional roles. She is attentive to all Board matters and actively contributes to debate and discussion. Ms Buduls has soundly based opinions and is prepared to support a consensus view even where her own opinion has not prevailed. SAI Global benefits greatly from her presence and the Board strongly advocates her re-election to the Board of Directors.

A further analysis of Ms Buduls' independence status is discussed in the Corporate Governance Statement in the Annual Report to Shareholders 2013/2014.

Board Recommendation:

The Directors unanimously support the re-election of Ms Buduls as director of the Company (with Ms Buduls abstaining).

4. Resolution 3: Re-election of Director: Mr W Peter Day, Deputy Chairman and Director

The Company's Constitution requires that one-third of directors retire by rotation at each Annual General Meeting. By lots drawn to establish this rotation, Mr Day retires and, being eligible, offers himself for re-election.

Information about Mr Day:

W Peter Day LLB, MBA, FCA, FCPA, FTIA, FAICD

Mr Day, 65 years of age, was appointed to the Board of Directors of SAI Global Limited on 15 August 2008 and is currently the Deputy Chairman of the Board and the Chairman of the Audit & Risk Committee.

With over 35 years of financial and general management experience, Mr Day has held a number of Chief Financial Officer positions including CFO for the global packaging group Amcor Limited.

Mr Day currently also serves on the boards of Ansell Limited, Alumina Limited, Boart Longyear Limited, Accounting Professional & Ethical Standards Board, Central

Gippsland Region Water Corporation, Multiple Sclerosis Australia Limited and related entities.

In the last 3 years, Mr Day has served on the boards of Orbital Corporation and Federation Centres (formerly known as Centro Retail Australia Limited).

Independence

An analysis of Mr Day's independence status is discussed in the Corporate Governance Statement in the Annual Report to Shareholders 2013/2014.

Board Recommendation:

The Directors unanimously support the election of Mr Day as a director of the Company (with Mr Day abstaining).



By mail:
 SAI Global Limited
 C/- Link Market Services Limited
 Locked Bag A14
 Sydney South NSW 1235 Australia



By fax: +61 2 9287 0309



All enquiries to: Telephone: +61 1300 654 848



X99999999999

PROXY FORM

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

STEP 1

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 (excluding the registered shareholder) you are appointing as your proxy.

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 vote on my/our behalf (including in accordance with the directions set out below or, if no directions have been given, to vote as the proxy sees fit, to the extent permitted by the law) at the Annual General Meeting of the Company to be held at **10:00am on Thursday, 23 October 2014 at the SMC Conference & Function Centre: 66 Goulburn Street, Sydney** (the Meeting) and at any postponement or adjournment of the Meeting.

I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

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

STEP 2

VOTING DIRECTIONS

	For	Against	Abstain*
Resolution 1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Director: Ms Anna Buduls	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-election of Director: Mr W Peter Day	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* 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.

STEP 3

SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

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).

SAI PRX401R



HOW TO COMPLETE THIS PROXY FORM

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 a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you appoint someone other than the Chairman of the Meeting as your proxy, you will also be appointing the Chairman of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the Meeting.

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:

- (a) 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
- (b) 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 Tuesday, 21 October 2014**, 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 lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



by mail:

SAI Global 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, Level 12, 680 George Street, Sydney NSW 2000.

If you would like to attend and vote at the Annual General Meeting, please bring this form with you.
This will assist in registering your attendance.