

SAI GLOBAL LIMITED

Order of Proceedings for AGM Thursday 23rd October 2014

Mr Andrew Dutton, Executive Chairman

Introduction

Good morning Ladies and Gentlemen. Welcome to the Annual General Meeting of SAI Global Limited for 2014.

I am Andrew Dutton, your chairman.

A quorum is present. I therefore declare the meeting open.

Let me begin by introducing my fellow Directors. *[Introduce each one present]:*

Robert Aitken

Anna Buduls

Peter Day (also the Deputy Chairman)

Sylvia Falzon

David Spence

Hanna Myllyoja is the Company Secretary.

Representatives from our share registry, Link Market Services Limited, and our External Auditor, Ernst & Young, are also present.

I advise that the meeting is being webcast for the convenience of shareholders and investors unable to attend the meeting in person.

Following the formal business of the meeting there will be an opportunity for you to join Directors, fellow shareholders and members of the management team for light refreshments.

The items of business for today include presenting the Financial Statements and Reports and 3 other matters on which we seek your approval by way of formal resolutions.

An explanation of each of these items was given in the Explanatory Statements accompanying the Notice of Meeting.

The Notice of Meeting dated 19th September 2014 was forwarded to all shareholders on that date. I propose to take the Notice as read and deal with the business of the meeting in the order it appears in the Notice.

When voting on the motions, please raise your yellow card. If there are any shareholders eligible to vote at this meeting who

have not received their yellow card, please see representatives of Link at the registration desk outside.

Those present holding a red (non-voting) card are able to speak at the meeting but are not eligible to vote.

Those present holding a blue (visitor) card are not eligible to vote or speak at the meeting.

Item 1: Financial and other reports

The first item of business is to receive and consider the Financial Statements of the Company for the year ended 30 June 2014 together with the Directors' Declaration and the Directors' and Auditor's reports.

I propose these be taken as read.

This morning, I will ask Peter Day, our Deputy Chairman, to provide a summary of the strategic review process. This process commenced over the last 5 months, in response to various expressions of interest in the business as a whole or in part.

First however, I will provide an overview of your company's performance in FY14.

Following Peter's address we will then open the meeting for questions in relation to Item 1.

Information Services

Let's start with the first of the Company's three operating divisions – information services.

This division consists of two businesses – “Standards and Technical Information” and “Property”. The Standards and Technical Information business distributes Standards, legislation and other technical information to business. It also provides our own intellectual property such as bibliographic databases and information workflow solutions for businesses.

Our Property business provides an information brokerage service to conveyancers and banks. It also provides outsourced mortgage services solutions for financial institutions.

For the year to June 30, the Information Services division achieved overall revenue growth of 10.6%. EBITDA was up 10.3%, at a constant EBITDA margin of 26.2%.

The Standards and Technical Information business grew its revenue by 9.6%. This result was aided by the weaker

Australian dollar but was nevertheless materially better than the 1.1% growth achieved in the prior year.

Management continued its main focus on selling subscription services which is reflected in the increase in annuity income, which now represents over 70% of revenue for this business.

The Company successfully off-set the potential impact of the reduced issuance of new and revised standards by increasing sales of renewable subscription services.

EBITDA margins did reduce slightly. This was due to increased sales of international content as a percentage of total sales.

SAI Global is providing value-added content services moving the business from one-off transactional sales to higher value subscription and solutions sales.

This is being achieved through the release of i2i Participate. This is a content management tool that enables clients to create internal standards, policies and guidelines in a secure on-line environment that is integrated with external standards. The i2i platform helped us win an exclusive contract with The British Retail Consortium to provide a solution to facilitate the management of, and access to, their business critical information.

Toward the end of the period, the Standards and Technical Information business was brought together as a single global business with one leadership team.

This structure is accelerating the identification of opportunities around value-added...higher margin content services. This streamlining will also provide a consistent global approach to the market.

Turning to the Property business.

It achieved a pleasing revenue growth of 11.1%. This reflects the increased mortgage services business flowing from the ANZ and Commonwealth Bank (CBA) contracts.

In the first half of FY14 the Property business was very busy.

It took over the mortgage processing for Bankwest in Western Australia. The transfer of Bankwest's processing was completed in September 2013. Pleasingly, the success of this project led to Bankwest's owner CBA, transitioning all of their Western Australian settlement services to our Property business.

HSBC Australia also outsourced its mortgage services business to SAI in March, and this went live in August 2014.

It has been a busy time for this division and we are pleased with the performance achieved.

Compliance Services

Looking at the Compliance division it delivered revenue growth of 8.9% and a marginal increase in EBITDA compared with FY13.

On a constant currency basis revenue reduced 1.5% with resulting EBITDA down by 10.6%.

This performance whilst clearly unsatisfactory exceeded our expectations at the beginning of the year. The result was driven by the knock-on effect on sales and renewals of the technology failure from 2012.

The weakening Australian dollar did soften those impacts and the division also saw growth in governance, risk and compliance (GRC) software sales. This was fuelled by SAI Global's 2012 acquisition of Compliance 360 (C360).

The division also achieved a combination of improved retention rates in compliance learning solutions and better profitability in the Environmental, Health and Safety or EH&S business.

The GRC software and Compliance Learning businesses were integrated globally moving away from the separate, inherited management structures of various acquired entities. These are now managed functionally as a single business worldwide across sales/marketing and operations.

Looking forward the market for compliance information services is rapidly consolidating from regional and point solutions to deeply integrated, global capabilities and our compliance business is now well positioned in that regard.

Assurance Services

The Assurance Services division achieved revenue growth of 10.6% to \$192.9M. This is 4.0% on a constant currency basis.

The result reflects the full year benefit of the acquisitions of QPRO and the supply chain certification services business of Steritech in the prior period.

Good organic growth in the global food businesses particularly in Asia was offset by low growth in the mature certification businesses and a disappointing fourth quarter for the Australian Learning business.

Overall, EBITDA was up by 6.4% to \$33.2M at a margin of 17.2% compared to 17.9% in the prior corresponding period.

Within this performance we saw a much stronger second-half with EBITDA margins of 19.3% in that half compared to 18.8% for the same period in FY13.

The roll out of a common global business system platform progressed during FY14. The Asia region and part of the EMEA region are now operating on a single platform. This simplification and de-duplication of costs augers well for improved financial performance from here.

Ladies and Gentlemen overall, I think you can see that we have a lot of change for the better happening across the businesses.

We made a slower start to some of the improvement initiatives than the Board wanted but we now are confident of the direction and the benefits that are beginning to flow across each of the businesses.

Dividend

With that backdrop to operating performance and outlook the Board resolved to declare a final dividend of 8.5 cents per share, 45% franked. This was paid on September 26, this year.

Directors took into account the underlying performance of the business its continuing strong cash generating capability and the outlook for FY15.

The total dividend for the year was 15.5 cents, up by 0.5 cents from FY13.

CEO succession

As you know, a new CEO to succeed Tony Scotton was appointed in late January this year. To our great disappointment by May directors had come to the view that the new CEO had lost the confidence of his Board.

Around the same time, we received an unsolicited, incomplete and non-binding proposal from Pacific Equity Partners for all the shares in SAI.

We became concerned that the confidentiality of the Indicative proposal could become compromised

As a result, the only proper course of action was to disclose both matters to the market simultaneously. This was done on May 26.

In the days after these announcements, we received approaches from quite a number of other parties also

interested in acquiring all of SAI Global or the individual businesses.

It was clear that it was in shareholders' interests to conduct a process to facilitate discussions with qualified parties to see if any worthwhile, binding proposals could be developed.

The demands of day to day management of the business combined with these discussions led the Board to conclude that I should assume the role of Executive Chairman until a suitable successor to the CEO could be found.

Peter Day, the Chairman of the Audit & Risk Committee, was appointed to the position of Deputy Chairman to assist me in my expanded role and to ensure that the independent non-executive directors were represented appropriately.

We are now progressing the CEO recruitment process and we will keep shareholders and the market informed as appropriate.

Before I close my report to you, I want to speak about the important issue of diversity and more generally about the great team of more than 2500 people who deliver SAI Global's services to our customers every day.

Diversity

Equal opportunity is at the core of the Company's People Strategy. The Board believes a diverse workforce is critical for SAI's business to attract and retain the best talent.

Looking across the whole organisation, at the end of FY14 slightly over 52% of the Company's total workforce was female, up marginally from twelve months ago.

Directors are particularly committed to ensuring there is gender diversity in leadership positions. We believe that it leads to different and more innovative thinking more informed decision-making and ultimately better business outcomes.

Three years ago the Board set a target to increase the proportion of women in senior management roles. This was defined as direct reports to the CEO and in turn their direct reports. We targeted an increase from 28% at the end of FY11 to between 35% and 40% by the end of FY16. I am pleased to report that the proportion is now 33% with two years to go.

At Board level, with the appointment of Sylvia Falzon in October 2013, I am pleased to report that two out of six non-executive directors are women. The Board is very conscious of its board diversity objective especially as part of our broader commitment to progressive board renewal.

Our People

In relation to the whole SAI Global team Directors are very appreciative that everyone remained focused on helping our customers and motivated and excited by the opportunities ahead despite the many potential distractions we have seen during 2014.

A special thanks goes to our executive management team who managed the business and the demands of the strategic review concurrently. This was at times, a massive effort.

Outlook

As a result of that focus I am pleased to conclude my report to you with news that the Company's first quarter trading has met, and in some areas exceeded, our expectations. Revenue, EBITDA and net profit after tax before the impact of the significant charges associated with the review process are all ahead of the prior corresponding period.

The Information Services division has delivered first quarter revenue and EBITDA growth of 3% and 18% respectively. Within this division, all areas are trading ahead of the previous year and our cost-cutting measures have started to flow through.

The Assurance division has seen the positive momentum of the second-half of FY14 continue into the first quarter of FY15, delivering revenue and EBITDA growth of 4% and 32% respectively driven by the restructuring initiatives taken in the prior year.

Overall, the guidance we provided in August remains unchanged. To reiterate: “We expect improved profitability across each of SAI’s operating divisions in FY15.

Information Services and Assurance Services are expected to grow revenue and EBITDA at improved operating margins.

Revenue and EBITDA in Compliance Services are down compared with previous corresponding period, but broadly in line with our expectations. Consequently, we still expect this business to deliver an improved EBITDA on flat revenue in FY15, consistent with the guidance we provided in August.

We are targeting an SAI Global company underlying EBITDA range for FY15 of \$A115mill to \$A120mill.

Of course it is too early to predict the impact of currency on the full FY15 result. Clearly any strengthening of the USD would benefit our results. However, offsetting that could be a weaker Euro given the softer current economic climate in that region.

Optimising shareholder value remains our number one priority and we have a clear view on the opportunities to deliver growth over the short to medium term.

To this end, the Company has a number of key near term priorities:

- Number 1 is to complete the executive search process for a new CEO;
- In the meantime management is getting on with restructuring and investing in the Company's sales and marketing capabilities to enhance revenue growth.
- You will see greater focus on integrated solutions encompassing SAI's full range of products and services... including enhanced distribution of both Australian and International Standards... and an expansion of subscription sales.
- We are placing greater focus on delivering value-added solutions. These include the Assurance division's dynamic reporting and benchmarking services and the i2i Standards technology that I have already talked about.
- We have the development work underway in the Compliance division and the Property division's Conveyancing Manager and Electronic Settlement Room platforms.

- We are capitalising on the Company's market leadership in key sectors, including Retail Agri-Food. At the same time you will see further consolidation of legacy information technology platforms to enhance the Company's product capabilities and drive greater cost efficiency.

We will continue to invest in technology that improves the accessibility, delivery and usability of standards throughout Australia. Our collaborative partnership with Standards Australia will be a critical component of this business.

The drive to reduce costs and eliminate inefficient processes and IT operations will continue apace. As expected, this will entail a number of significant charges but will also magnify the benefits in the coming years.

Ladies and Gentlemen, that concludes my overview of the year. I will now hand over to Peter Day Deputy Chairman to address you on the strategic review process that we recently concluded.

Peter Day

Thanks Andrew and good morning ladies and gentlemen.

As Andrew stated earlier, I was appointed to the role of Deputy Chairman on 3 June 2014 to assist him in his expanded role of

Executive Chairman. It was also necessary to ensure that the independent non-executive directors were appropriately represented and to reinforce the importance of shareholder interests during the review process.

It is important that shareholders have an understanding of the detailed and exhaustive process that your board put in place to fully test whether any binding proposals could be developed that would deliver superior value for shareholders compared to the Company's own strategy and operations.

The costs associated with the process reflect both its complexity and the extent of work carried out to test whether or not a meaningful proposal for all or part of the business could be developed.

The costs of the process will be in the vicinity of \$5 million and will be highlighted as a significant / non-recurring charge in the FY15 accounts.

This amount includes the costs of advisers including lawyers, accountants, tax specialists and bankers who provided advice as well as assisted management to compile information respond to bidders' requests and questions and to manage the process.

The slide on the screen summarises the four distinct stages of work that SAI Global and its advisers undertook:

Firstly, around 50 parties submitted expressions of interest.

These were evaluated and confidentiality agreements were entered into with 17 parties who were then invited to progress to the next stage.

Secondly, stage 1 due diligence was undertaken.

To facilitate this, an electronic data room and Q&A facility were established. For people not familiar with these processes, a secure website is established where a large number of documents pertaining to the SAI business could be accessed remotely by parties with special permission and security access. The parties can also during their review of the documents submit questions to be answered by SAI management about the business.

This collection of data was supported by a management video presentation and numerous face to face presentations by the senior management team. Following the review of this material, interested parties were invited to submit indicative proposals for the Board to evaluate. The Board then determined which parties would proceed to stage 2 due diligence.

In stage 2 due diligence over 800 documents were made available in the data room, including over 600 pages of financial and tax vendor due diligence material.

In addition a presentation on the three year outlook and strategic opportunities for the business was given by the Executive Chairman and CFO to potential bidders interested in the whole of the company.

During this stage over 450 bidder questions were also answered.

To protect the commercial interests of the Company certain sensitive information relating to employee and customer data was only made available in a "black box" due diligence phase, whereby only bidders' legal and financial advisors were allowed to view the data.

No final proposals were received for the whole of the Company – for clarity this means that the PEP/KKR private equity consortium did not submit a firm proposal or bid beyond its indicative, incomplete, conditional and non-binding proposal made in May.

Also while final proposals for parts of the company were received after further discussion with the parties the Board

determined that these proposals were neither sufficiently compelling nor certain of completion to warrant further consideration.

While the invited parties failed in the end to deliver attractive and certain proposals you should not conclude that preparing for and responding to the extensive due diligence inquiries of potential acquirers was without benefit. The process generated good and fresh discussion about virtually every aspect of the businesses amongst the management team.

This confirmed the direction of strategy but also helped identify additional initiatives for growth some of which, our chairman has addressed this morning.

As a result of the intensive review process we are even more certain that SAI Global is well placed to continue in its own right.

Identified cost reduction initiatives will deliver meaningful savings and ultimately a far more focused and integrated business.

We are working hard to progressively deliver on those outcomes this year and next.

As Andrew has already indicated today, you can expect to see SAI Global transformed from looking at itself as a company

with three service businesses to a far more unified sales and marketing driven organization with an improved outlook for growth.

I would like to thank my colleagues on the Board, who have at all times carefully considered and acted in the best interests of all shareholders. I also wish to thank the whole SAI Global team, especially those involved in intense due diligence processes, for their hard work and unwavering commitment.

I also recognise and appreciate the many staff, not directly involved in the process, who just got on with their jobs. Throughout this time they delivered superior client solutions and service with an unrelenting focus. This has resulted in no increase in client attrition during the bid process.

Andrew, as Executive Chairman, stepped into his expanded role, at our request. We are most appreciative of the extraordinary effort that entailed and the manner in which he got on with the business and the review process. We were fortunate to have his leadership at this time.

Finally, I also thank shareholders for your patience during this process.

Thank you ladies and gentlemen.

Back to you Andrew

Andrew:

Thank you Peter. Before I open the meeting to questions...I do wish to highlight some examples of the momentum building in the business.

Peter and I have both acknowledged the continued focus of all employees during the distractions of the strategic review process. The benefit of this commitment is tangibly evidenced by our announcement today that the Assurance Division has signed three large service contracts one of which, is for a leading quick service restaurant chain that has awarded SAI Global the biggest single contract we have ever secured in the Assurance Division worth around \$7.5M of revenue over 3 years. In addition the Assurance Division has completed the acquisition of a Mexico based provider of management systems called O.C.I.

We are also very pleased to announce that the Information Services division has acquired the sole, in perpetuity, rights for sale and distribution in Australia of the "Encompass" software which will dramatically transform our capacity to provide search and data collection services for banking, legal, insolvency, taxation, policing and various sales oriented clients in Australia.

This is a very exciting acquisition for SAI Global in Australia and this tool will deliver to our customers' significant productivity gains.

The link to a short video to show the advantages and capacity that Encompass will give us will be posted on the SAI global website.

Ladies and Gentlemen I believe that to be able to close such contracts and make strategic acquisitions so soon after the strategic review is a tangible confirmation that the SAI Global team has kept its eye on the ball.

Thank you, I will now open the meeting for questions:

To start:

I have received 3 questions from identified shareholders:

*Question 1

Why has the SAI share price gone nowhere in the last 5 years?

In September 09 it was circa AUD 3.50 and 19th Sept it was \$4.19. What is being done to grow shareholder value?

The Board is keenly focussed on delivering value for shareholders. To that end, the Company's key near term priorities include:

- *restructuring of, and investment in, sales and marketing capabilities to drive revenue. This is something SAI has not focussed upon to the degree we feel is needed;*
- *greater focus on delivering value-added solutions;*
- *capitalising on market leadership in key sectors (e.g. RAF);*
- *ongoing consolidation of legacy IT platforms;*
- *sustained focus on reducing costs of doing business (e.g. continued roll-out of Enlighten)*

I hope you saw some of these initiatives being executed as we gave the trading position overview earlier.

*Question 2

Having put the entire company up for sale we are now told offers for the full sale of the business have not been received, but you will progress discussions for the sale of one or more of the underlying businesses. PEP in May 14 offered / valued the company between 5.10 and 5.25. The closing price before the offer was made was 4.28. The likelihood of a full company sale has disappeared. Management has been / still is being

distracted by talks on the full and now the partial sale of the business. Why?

Firstly, let me re-state that your business was not put up for sale. We received an unsolicited, conditional, indicative offer from Pacific Equity Partners. Under ASX guidelines, the board felt compelled to disclose this approach. The process was detail to you by Peter earlier in this presentation

No final binding proposal was received, at any time, nor any prices indicated at any time (even after every request for time extensions were granted), for the board to consider for any Whole of Company sale.

The process for both whole and part of the business is at an end and management are back fulltime focussed on running and growing your business.

*Question 3

Why is the stated lack of uncertainty on accurately valuing the Australian Standards Publishing Licence Agreement and potential risks around the renewal of the PLA with Standards Australia in 2018 being blamed for the lack of an offer for the entire company?

That's a very good question and I don't know why. Since SAI's prospectus in 2003 it has been made clear that the PLA has an initial 15 year term with an option to renew for a further five years

In our 2014 annual report we said: "The Agreement envisages that prior to December 2018 SAI and Standards Australia will negotiate the commercial terms for a further five year period from December 2018 to December 2023." Exactly the same comment was included in the 2013 annual report.

In the 2011 annual report we said: "SAI has the option to extend the PLA for a further period of 5 years, until December 2023, subject to the agreement being amended to reflect market terms at the time."

So I find the notion that the PLA renewal risk blind sighting bidders late in the process to be without real substance.

Item 1

Ordinary Business

I will now move to other matters of ordinary business as outlined in the Notice of Meeting.

Before the vote is taken for each item, I will announce the total number of valid proxies for that item and the manner in which they have been directed. These figures will be as at the closing time for receipt of proxies, which was 10:00 pm, Tuesday 21st October 2014. These figures may be varied if a shareholder who submitted a proxy is attending the meeting and revoked their proxy.

Item 2: Resolution #1: Remuneration Report

The first resolution is to adopt the Remuneration Report.

The Remuneration Report is listed on pages 34 to 59 of the Company's Annual Report for 2013-2014. It sets out the remuneration policy of the Company and reports on the remuneration arrangements that were in place for the two CEOs who served during the year, specified executives, the Executive Chairman and Non-Executive Directors including the Deputy Chairman.

As mentioned last year, the operation of the Corporations Act (Act) means that there are now a number of restrictions on voting which apply to "Key Management Personnel" (often referred to as 'KMPs') and their "closely related parties".

The Company has taken steps to identify its KMPs and their closely related parties and their shareholdings, and to explain

to them how these voting restrictions apply to them, to seek to ensure these restrictions are complied with in respect of all relevant resolutions.

As stated in the Notice of Meeting, in relation to proxies given to me as Executive Chairman, I intend, to the extent permitted by law, to vote any undirected proxies in favour of all proposed resolutions.

Turning now to the Remuneration Resolution itself, the Board recommends that shareholders vote in favour of this resolution

Is there any discussion?

Thank you for comments.

If there is no further comment I will put the resolution.

The resolution is "that the company Remuneration Report required by s.300A of the Corporations Act, as contained in the Directors' Report for the year ended 30th June 2014 be adopted."

The total number of valid proxy votes exercisable in respect of this item of business is **159,032,127**. Of these **157,077,939** have been directed to vote for the resolution, **1,634,085**

against, and **1,098,240** abstain and **320,103** allow the proxy to exercise their discretion.

For this resolution, these proxy numbers exclude all proxies which cannot be voted for the reasons as explained previously.

Those in favour of the resolution, please raise your yellow card.

Those against?

I declare the motion carried/ lost

Item 3: Resolution #2: Re-Election of Non-Executive Director

Resolution #2 is that Ms Anna Buduls who retires in accordance with the Company's Constitution and offers herself for re-election is re-elected as a Director of SAI.

Before opening this to discussion, I would like to remind you the Board recommends Ms Buduls' re-election, and I call on Anna to say a few words.

[Short statement by Anna Buduls in support of her candidature.]

Thank you Anna. Is there any discussion on the resolution? If you have a question, please raise your card and a roving

microphone will be passed to you. Before asking the question, please state your name and affiliation.

If there is no (further) discussion, I will put the motion to approve the election of Anna Buduls as a Non-Executive Director of the company.

The total number of valid proxy votes exercisable in respect of this item of business is **160,369,877**. Of these **137,389,193** have been directed to vote for the resolution, **22,663,014** against, **400,490** abstain and **317,670** allow the proxy to exercise their discretion.

Those in favour of the resolution, please raise your yellow card.

Those against?

I declare the motion carried/ lost. Congratulations Anna.

Item 4: Resolution # 3: Election of Non-Executive Director

Resolution #3 is that Mr W Peter Day who retires in accordance with the Company's Constitution and offers himself for re-election is re-elected as a Director of SAI.

Before opening this to discussion, I would like to remind you that the Board recommends Mr Day's election, and I call on Peter to say a few words.

[Short statement by Peter Day in support of his candidature.]

Thank you Peter. Is there any discussion on the resolution? If you have a question, please raise your card and a roving microphone will be passed to you. Before asking the question, please state your name and affiliation.

If there is no (further) discussion, I will put the motion to approve the election of Peter Day as a Non-Executive Director of the company.

The total number of valid proxy votes exercisable in respect of this item of business is **160,369,877**. Of these **157,806,339** have been directed to vote for the resolution, **2,235,032** against, **400,490** abstain and **328,506** allow the proxy to exercise their discretion.

Those in favour of the resolution, please raise your yellow card.

Those against?

I declare the motion carried/ lost. Congratulations Peter.

Other Business

Are there any issues of a general nature that anyone present or in contact would like to raise?

Closure:

There being no further business ladies and gentlemen, I declare the 2014 Annual General Meeting of SAI Global Limited closed.

Thank you for your attendance today and for your support as shareholders. I invite you to join us for tea and coffee and a light refreshment.

-ENDS-