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ASX RELEASE

4 August 2017

EXTRAORDINARY GENERAL MEETING DOCUMENTS

Attached are copies of the following documents to be distributed today to Spicers shareholders in relation to the Extraordinary General Meeting to be held on 6 September 2017:

- Chairman's Letter;
- Notice of Extraordinary General Meeting; and
- Proxy Voting Form.

4th August 2017

Dear Shareholder,

On behalf of the Board of Directors, I invite you to attend the Extraordinary General Meeting (Meeting) of Spicers Limited (the Company), which will be held on Wednesday, 6 September 2017 at 10.00am (Melbourne time) at the Computershare Conference Centre, Yarra Falls, 452 Johnston Street, Abbotsford, Victoria 3067, Australia.

Enclosed is the Notice of Meeting, which sets out the items of business and venue details.

The Directors draw your attention to the following key points in relation to the Meeting:

- The Meeting is the final outstanding condition of the scheme implementation agreement between the Company and The Trust Company (RE Services) Pty Ltd, and will result in shareholders electing new directors to the Company's Board;
- As previously announced, non-executive directors Mr Robert Kaye SC and Mr Mike Barker will retire at the close of the Meeting;
- Resolution 1 deals with a shareholder notice issued by Coastal Capital International, Ltd., a USA based shareholder, that seeks the removal of Mr Wayne Johnston, Finance Director and Chief Financial Officer, as an executive director. Your Board (excluding Mr Johnston) recommends you vote AGAINST this resolution. The non-executive directors believe that Mr Johnston has made an invaluable contribution as a director in addition to his executive duties. It is the considered view of both Mr Kaye and Mr Barker that board continuity is critical given their pending retirements;
- Resolutions 2 and 3 are for the election of Mr Malcolm McComas and Mr David Stillman as independent non-executive directors. Both nominees were identified by the Board via an executive search process. Your directors are supportive of their election and therefore recommend you vote FOR both resolutions; and
- In addition to the two board nominated candidates, the Company has received eight nominations from shareholders. Due to concerns in relation to board efficiency, the risk of an additional cost burden and an inability to assess the independence of the candidates, your Board recommends you vote AGAINST resolutions 4 to 11.

In the Explanatory Notes (page 4) to the Notice of Meeting, there is a detailed description of the background and purpose of the Meeting. Also included in the Explanatory Notes is a more detailed description of the Board recommendations in relation to each resolution being considered at the Meeting. I encourage you to read the Notice of Meeting in detail and to support your directors' recommendations in relation to each resolution.

Registration for the Meeting will commence at 9:30am. Please bring this letter and proxy form with you to facilitate registration. If you are unable to attend the meeting, we encourage you to lodge your proxy online at www.investorvote.com.au. Alternatively, you can complete the attached proxy form. To be valid, the proxy form must be returned in the envelope provided or by hand at 452 Johnston Street, Abbotsford, Victoria 3067, Australia or by facsimile (within Australia) 1800 783 447 and (outside Australia) +61 3 9473 2555. The completed proxy form must be received by no later than 10.00am (Melbourne time) on Monday, 4 September 2017.

Corporate shareholders who wish to appoint a representative to attend on their behalf should complete a "Certificate of Appointment of Representative". A form of this certificate may be obtained from the Company's share registry.

Shareholders are invited to submit questions to the Company in advance of the meeting. Questions may be submitted in writing or through the Contact Us enquiry form on the Spicers website: www.spicerslimited.com.au

If you have received this notice via post, in order to reduce the cost of future communications with you, I encourage you to either complete and return with your proxy form the attached form with your preferred email address; or alternatively contact Computershare via www.investorcentre.com or by calling 1300 662 058 (within Australia) or +61 3 9415 4021 (outside Australia).

We look forward to your attendance at the meeting.

Yours sincerely

A handwritten signature in black ink, appearing to be 'Robert Kaye', with a stylized flourish at the end.

Robert Kaye SC
Chairman

Notice of Extraordinary General Meeting

Spicers Limited ABN 70 005 146 350

An Extraordinary General Meeting (Meeting) of Spicers Limited (Spicers or the Company) will be held at the Computershare Conference Centre, Yarra Falls, 452 Johnston Street, Abbotsford, Victoria, Australia on Wednesday, 6 September 2017 at 10.00am (Melbourne time). Registration commences at 9.30am.

Business of the Meeting

Removal of Director Resolution

Resolution 1: Removal of Director – Mr Wayne Johnston

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

"Spicers Limited Shareholders hereby resolve that it is in their best interests and their firm desire to immediately remove Mr Wayne Johnston as a Director of Spicers Limited."

Election of Directors – Board Nominated Resolutions

Resolution 2: Election of Director – Mr Malcolm McComas

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

"Spicers Limited Shareholders hereby resolve that it is in their best interests and their firm desire to immediately appoint Mr Malcolm McComas as a Director of Spicers Limited."

Resolution 3: Election of Director – Mr David Stillman

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

"Spicers Limited Shareholders hereby resolve that it is in their best interests and their firm desire to immediately appoint Mr David Stillman as a Director of Spicers Limited."

Election of Directors – Shareholder Nominated Resolutions

Resolution 4: Election of Director – Mr Vlad Artamonov

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

"Spicers Limited Shareholders hereby resolve that it is in their best interests and their firm desire to immediately appoint Mr Vlad Artamonov as a Director of Spicers Limited."

Resolution 5: Election of Director – Mr Gabriel Berger

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

"Spicers Limited Shareholders hereby resolve that it is in their best interests and their firm desire to immediately appoint Mr Gabriel Berger as a Director of Spicers Limited."

Resolution 6: Election of Director – Mr Nigel Burgess

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

"Spicers Limited Shareholders hereby resolve that it is in their best interests and their firm desire to immediately appoint Mr Nigel Burgess as a Director of Spicers Limited."

Resolution 7: Election of Director – Mr Giuseppe Coronica

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

"Spicers Limited Shareholders hereby resolve that it is in their best interests and their firm desire to immediately appoint Mr Giuseppe Coronica as a Director of Spicers Limited."

Resolution 8: Election of Director – Mr Todd Plutsky

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

"Spicers Limited Shareholders hereby resolve that it is in their best interests and their firm desire to immediately appoint Mr Todd Plutsky as a Director of Spicers Limited."

Resolution 9: Election of Director – Mr Andrew Preece

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

"Spicers Limited Shareholders hereby resolve that it is in their best interests and their firm desire to immediately appoint Mr Andrew Preece as a Director of Spicers Limited."

Resolution 10: Election of Director – Mr Jonathan Trollip

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

"Spicers Limited Shareholders hereby resolve that it is in their best interests and their firm desire to immediately appoint Mr Jonathan Trollip as a Director of Spicers Limited."

Resolution 11: Election of Director – The Hon. Guthrie Williamson

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

"Spicers Limited Shareholders hereby resolve that it is in their best interests and their firm desire to immediately appoint The Hon. Guthrie Williamson as a Director of Spicers Limited."

Details regarding the resolutions, including important information relating to the persons seeking election, are set out in the Explanatory Notes to this Notice of Extraordinary General Meeting.

By Order of the Board,



Frank Glynn
Company Secretary
4 August 2017

Information for Shareholders

Attendance at the Meeting and questions in advance

If you are planning to attend the Meeting, please bring the proxy form with you and arrive prior to the 10.00am start time for the Meeting to facilitate registration.

Recording of the proceeding is not permitted unless authorised by the Company.

In addition to being given a reasonable opportunity to ask questions at the Meeting, shareholders are invited to submit questions in advance of the Meeting. They may be submitted in writing to the Company's Share Registry, Computershare Investor Services Pty Limited (Computershare) at the address as set out on the proxy form, or through the Contact Us enquiry form on the Company's website at www.spicerslimited.com.au.

Voting and required majority – Corporations Act 2001 (Cth)

In accordance with section 249HA of the *Corporations Act 2001* (Cth) (Corporations Act) for each Item to be effective, not less than 28 days written notice has been given.

Each Item must be passed by 50 per cent of all votes cast by shareholders entitled to vote on the resolutions (whether in person or by proxy, attorney or representative).

All resolutions at the Meeting will be determined by way of a poll. On a poll every shareholder has one vote for each share held in the Company.

Voting entitlement

For the purpose of voting at the Meeting, the directors have determined that those persons who are the registered holders of ordinary shares in the Company at 7.00pm (Melbourne time) on Monday, 4 September 2017 will be treated as shareholders of the Company.

Appointment of proxies

A proxy form accompanies this Notice of Extraordinary General Meeting.

A shareholder entitled to attend and vote at the Meeting is entitled to appoint not more than two proxies. Only those shareholders who are entitled to cast two or more votes at the Meeting may appoint two proxies. A proxy need not be a shareholder of the Company.

Where a shareholder wishes to appoint two proxies, an additional proxy form may be obtained by contacting Computershare.

A shareholder appointing two proxies may specify the percentage of votes or proportion or number of votes each proxy is appointed to exercise.

If a shareholder appoints two proxies and does not specify the percentage of votes each proxy may exercise, each proxy may exercise 50 per cent of the votes. Fractions of votes are to be disregarded.

Lodgement of proxy form

To be effective, the proxy form and any authority under which the form is signed, must be received by Computershare no later than 10.00am (Melbourne time) on Monday, 4 September 2017. Proxy forms must be returned using one of the following methods:

- online by visiting www.investorvote.com.au and following the instructions provided; or
- by mail in the enclosed envelope provided; or
- by hand to Computershare at Yarra Falls, 452 Johnston Street, Abbotsford, Victoria 3067, Australia; or
- by fax, to Computershare on 1800 783 447 (within Australia) or +61 (0) 3 9473 2555 (outside Australia).

For custodians who are subscribers to the Intermediary Online service, please go to www.intermediaryonline.com to lodge your voting intentions.

Voting by attorney

A shareholder may appoint an attorney to vote on his/her behalf. For an appointment to be effective for the Meeting, the instrument effecting the appointment (or a certified copy of it) must be received by Computershare at the address listed above for the receipt of proxy appointments by no later than 10.00am (Melbourne time) on Monday, 4 September 2017.

Voting by corporate representatives

A body corporate which is a shareholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed, unless it has previously been given to the Company.

Voting restrictions

There are no voting restrictions in relation to the resolutions being put to the meeting.

Minimum and maximum number of directors

In accordance with clause 3.1 of the Company's Constitution, the Company must have at least three and not more than ten directors. Accordingly, if the maximum number of directors have been elected following any resolution at the Meeting, after taking into consideration the retirements of Mr Robert Kaye and Mr Mike Barker, any further resolutions seeking the appointment of additional directors will be disregarded.

Explanatory Notes

The Explanatory Notes accompanying this Notice of Extraordinary General Meeting should be read together with, and form part of, this Notice. These should be read carefully by shareholders prior to the Meeting.

Location of the Meeting

Yarra Falls, 452 Johnston Street, Abbotsford, Victoria 3067.

Entrance is via the Conference Centre. Melways Map Reference 2D – B8.



Getting there

By train

The nearest train station is Victoria Park station, which is a ten-minute walk from the Yarra Falls building. Victoria Park station is a stop on both the South Morang and Hurstbridge lines.

By bus

Bus route numbers 200 and 207 stop outside the Yarra Falls building on Johnston Street.

By car

Car parking is generally available on Johnston Street and in surrounding streets.

Share registry

Computershare Investor Services Pty Limited
Yarra Falls, 452 Johnston Street, Abbotsford,
Victoria 3067, Australia GPO Box 2975,
Melbourne, Victoria 3000, Australia.

Telephone: 1300 662 058 (within Australia)
and +61 (0) 3 9415 4021 (outside Australia).

Facsimile: 1800 783 447 (within Australia)
and +61 (0) 3 9473 2555 (outside Australia).

Website: www.computershare.com.au.

Explanatory Notes

Background to Meeting

Under the terms of the Scheme Implementation Agreement between the Company and The Trust Company (RE Services) Pty Ltd (the responsible entity of the PaperlinX SPS Trust), the board of directors of Spicers (the Board) agreed to undertake a comprehensive board renewal process. This process is designed to allow the newly unified body of shareholders to elect the directors that will take Spicers forward on its next phase of activity. The board renewal process is described in detail in the materials that were announced on the ASX on 4 May 2017 and subsequently issued to the Company's shareholders and PaperlinX SPS unitholders.

As part of the board renewal process, the Company appointed a recruitment consultant specialising in director and chairperson appointments for ASX-listed entities to undertake a recruitment process to appoint up to three suitably qualified and experienced, independent, non-executive directors (including a potential chairperson) to the Board, subject to shareholder approval.

In addition, as announced on the ASX on 28 June 2017, the Company called for nominations from shareholders for persons to be considered for election as new directors at this Meeting. As a result of that process, the Company has received eight director nominations, in addition to the two candidates identified by the Board as part of its recruitment process.

Board Composition

For the last five years, the Board has comprised only three members. Due to the reduced operational footprint of the Company, and to minimise costs, the Board has elected to maintain a small and efficient composition during this period. Given the successful completion of the Trust Scheme implementation, the directors support an increase in the size of the Board as part of the renewal process being considered at this Meeting, as this presents an opportunity for the Board's composition to be enhanced to introduce further skills and experience relevant to the Company's future strategy and Board operations. Given existing appointments and upcoming retirements, the preferred composition, in the opinion of the current Board, will include a majority of independent non-executive directors combined with senior executive directors. This mix of independent and executive participation on the Board is consistent with the ASX Corporate Governance Council's principles and recommendations which recommend a majority of independent directors and is adopted by Spicers in its Corporate Governance Statement.

As previously announced, Mr Robert Kaye and Mr Michael Barker will resign as directors of the Company with effect from the close of the Meeting subject to the Board comprising a minimum number of directors as is required under the Corporations Act and the Company's Constitution. Subject to resolution 1, Mr Wayne Johnston, as Finance Director and Chief Financial Officer intends to remain on the Company's Board. The current Board would expect that the forthcoming newly comprised Board being elected at this meeting would consider the appointment of the Company's Chief Executive Officer, Mr David Martin, as an executive director.

Removal of Director Resolution

Resolution 1 – Removal of Director – Mr Wayne Johnston

Pursuant to sections 203D and 249N of the Corporations Act, Coastal Capital International, Ltd. (Coastal), C/O HSBC Custody Nominees (Australia) Limited, being a USA based shareholder holding more than five per cent of the shares in the Company, issued a notice dated 12 July 2017 requesting the Company to include an ordinary resolution that Mr Wayne Johnston be immediately removed as a director of the Company at this Meeting of shareholders.

The Company's non-executive directors, Mr Robert Kaye and Mr Mike Barker, do not support the resolution to remove Mr Wayne Johnston and recommend that you vote against it. They believe that Mr Johnston has made an invaluable contribution as a director in addition to his executive duties. It is the considered view of both Mr Kaye and Mr Barker that board continuity is critical given their pending retirements.

Section 249P of the Corporations Act provides that Coastal may submit a member's statement for circulation to shareholders regarding the resolutions it has requested be included in this Notice of Extraordinary General Meeting. In accordance with section 249P of the Corporations Act, the Company attaches Coastal's statement in respect of Resolutions 1, 4 and 8 in Annexure A.

The Board (other than Mr Johnston who is the subject of this resolution) recommends that shareholders vote AGAINST Resolution 1.

The Chairman of the meeting intends to vote all undirected proxies AGAINST Resolution 1.

Election of Directors – Board Nominated Resolutions

The Board has identified two candidates for election as directors that meet the criteria in relation to independence as set out in the Company's Corporate Governance Statement and will replace the retiring directors. The two candidates are Mr Malcolm McComas and Mr David Stillman. The Board considers that these two candidates will make a valuable contribution to Spicers and combined have an appropriate mix of skills, backgrounds, knowledge and experience to operate effectively. The Board also considers that the candidates are independent in character and judgement and free from any business or other relationship that could materially interfere with the exercise of their objective and independent judgement in the management of the Company.

Mr McComas is the Board's preferred candidate to become the next Chairman of the Company given his significant experience as an independent non-executive director and chairperson in other listed entities.

Profiles of the two Board nominated candidates, as provided by the candidates themselves, are set out below in alphabetical order by surname.

The Chairman of the meeting intends to vote all undirected proxies FOR Resolutions 2 and 3.

Resolution 2: Election of Director – Mr Malcolm McComas BEc, LLB, SFFin, FAID

The Spicers Board has invited me to stand for election as a director. They recommend you vote for me.

Following the June re-capitalisation, Spicers can now move ahead and make good decisions about building shareholder value and growing the business. The new CEO is an experienced leader with deep industry experience. My career in global capital markets allowed me to work with many growth orientated public companies. It fits the skills required for the new Spicers Board. It's something I have done before, over a long career as an investment banker and as a public company director.

People say I'm easy to work with, motivated and a realist about what can be achieved. I am a director of several ASX listed public companies. That gives me different perspectives that will benefit Spicers. I also have the time, energy and experience to commit to Spicers and have no conflicts of interest in representing all shareholders.

Spicers has no debt, is currently generating modest cash flows and has identified several pathways for growth. It has an opportunity to further improve margins, make profits and ultimately declare dividends again. I can help deliver those outcomes for you.

My detailed CV is here: <https://www.linkedin.com/in/malcolmmccomas>

The Board recommends that Mr Malcolm McComas be immediately appointed as a Director of Spicers Limited and that shareholders vote FOR Resolution 2.

Resolution 3: Election of Director – Mr David Stillman BSc (Hons), MSc, GAICD

The Spicers Board has invited me to stand for election as a director. They recommend you vote for me.

I have broad experience as a Board member, Committee member and as a Vice President with over 20 years of service with Kimberly-Clark Corporation, a \$20 billion global FMCG company. I was a member of the Global Leadership Team for the \$4 billion global B2B business unit (Kimberly-Clark Professional). I have had extensive P&L experience in Asia Pacific (in particular, China, India, Malaysia, Singapore, Thailand and A/NZ), with a focus on sales, marketing, logistics and vertically-integrated manufacturing. I have managed businesses in a large number of countries that were in various stages of development, which required a rigid focus on portfolio management in order to prioritise resources and capital.

I have strengths in international expansion, strategy development, change-management, restructuring and growing businesses profitably. I have worked very closely with merchant/distribution businesses like Spicers for over 20 years and have visited hundreds of such businesses in many different countries during that time. My primary focus will be to work collaboratively with all stakeholders to drive profitable revenue growth for Spicers for increased shareholder wealth.

The Board recommends that Mr David Stillman be immediately appointed as a Director of Spicers Limited and that shareholders vote FOR Resolution 3.

Election of Directors – Shareholder Nominated Resolutions

As part of the comprehensive board renewal process, the Company also invited nominations from shareholders and other suitably qualified candidates to join the Board. Eight valid nominations have been received and these are the subject of Resolutions 4 to 11.

When considering your voting intentions in relation to these resolutions, the Board wishes to draw your attention to the following statements of opinion:

- (a) The directors recommend to shareholders that the size of the future Board following this meeting remains at a level that is manageable, to ensure that there is a lower risk of the Board being inefficient and to avoid any additional burden on the Company in terms of costs. Shareholders should note that the number of shareholder nominations for director positions are significantly above the current board size of three members and are also, after including Board nominated candidates and the remaining director, in total more than the maximum number of ten directors allowed under the Company's Constitution;
- (b) The directors strongly believe that the board of an ASX-listed company, such as Spicers Limited, should have a majority of *independent* non-executive directors as this provides a framework in the boardroom based upon appropriate governance levels. The ASX Corporate Governance Council's

principles and recommendations, which are adopted by the Company, promote the importance of the independence of directors. For example, a substantial security holder (being a person holding more than five per cent of the Company's voting stock) may not be considered independent in this regard. This example is specifically relevant to a number of the resolutions at this meeting relating to the election as a director of shareholder nominated candidates. Based upon the short narratives provided by the eight candidates, the Board has not been able to fully assess the independence of each of the candidates although it appears that a number of candidates may not be independent; and

- (c) The directors remind shareholders that the two candidates subject to Resolutions 2 and 3 are Board supported candidates that have been identified by a Board initiated executive search process that stressed the need for independence. The Board is recommending these candidates as independent non-executive directors.

Accordingly, the Board does not support the shareholder nominations due to the risks of a large board being inefficient and an unnecessary additional cost burden to the Company, and the uncertainty about their independence. Therefore, the Board recommends you vote AGAINST Resolutions 4 to 11.

The Chairman of the Meeting intends to vote all undirected proxies AGAINST Resolutions 4 to 11.

If intending to vote for any shareholder nominated candidates, the Board recommends that shareholders:

- (a) Only vote FOR shareholder nominated candidates that they believe are suitable future directors and are truly independent; and importantly
- (b) Vote AGAINST the other shareholder nominated candidates to avoid a large and inefficient Board that will also be an additional cost burden on the Company.

The Company invited each candidate to submit a short narrative to support their nomination for inclusion in this Notice of Extraordinary General Meeting, including information regarding the candidate's background, qualifications, experience, expertise and independence. Set out below are the responses provided by each candidate to the Company, which are set out below in alphabetical order based on each candidate's surname.

The Company has not independently verified and, to the maximum extent permitted by law, takes no responsibility for this information, including the accuracy of the profiles.

Resolution 4: Election of Director – Mr Vlad Artamonov

Pursuant to sections 203D and 249N of the Corporations Act, Coastal, being a shareholder holding more than five per cent of the shares in the Company, requested the Company to include an ordinary resolution that Mr Vlad Artamonov be immediately appointed as a director of the Company at this Meeting of shareholders.

Section 249P of the Corporations Act provides that Coastal may submit a member's statement for circulation to shareholders regarding the resolutions it has requested be included in this Notice of Extraordinary General Meeting. In accordance with section 249P of the Corporations Act, the Company attaches Coastal's statement in respect of Resolutions 1, 4 and 8 in Annexure A.

Resolution 5: Election of Director – Mr Gabriel Berger BE MBA

I am a Top 10 Spicers' shareholder and have been very active in promoting the much-needed restructuring.

My background: I was an IT pioneer and formed a highly successful software company in 1973 which I ran for 30 years. We had a staff of 50 consultants with offices in Sydney, Melbourne and Brisbane. We specialised in developing and supporting software packages for wholesale distribution, sales and marketing, warehousing, logistics and relevant accounting applications.

Successful distribution companies are now copying Amazon – with easy to use E-Commerce web portals for On-line Order Entry – linked to powerful fully integrated back-end fulfillment systems.

Businesses such as Spicers were typical users of our software and consultancy services – with other clients such as Telstra, government departments, TNT, etc.

I also have a strong understanding of the economics, market dynamics, capital allocation considerations, and the underlying operations of these industries.

As a professional investor for the past 14 years I have a comprehensive understanding of both the fiduciary duties and regulatory responsibilities of public companies.

I feel that with the above background – I can make a positive contribution to substantially improving Spicers' valuation and returns to investors.

Resolution 6: Election of Director – Mr Nigel Burgess MCom (UNSW) GAICD

Nigel is a director of Samuel Terry Asset Management, which manages the Samuel Terry Absolute Return Fund, a substantial shareholder in Spicers.

He has 30 years of commercial experience in funds management with Samuel Terry, Hunter Hall, GIO of Australia and Friends Provident in Australia and a family office in Europe. He has experience in a variety of commercial transactions and corporate restructurings across a range of industries and jurisdictions.

Nigel holds a Masters Degree in Accounting (University of NSW) and is a Graduate of the Australian Institute of Company Directors.

Resolution 7: Election of Director – Mr Giuseppe Coronica

Giuseppe Coronica is 69 years of age and resides in Melbourne, was born in Trieste Italy and migrated in 1959. He studied accounting and has been a Fellow of CPA Australia having achieved a 50 Year Membership Status in 2016. In his professional life he has been an

Accountant principally assisting small and medium size businesses, in particular entities in distress that required strategic leadership, innovation, visionary and technical skills. Currently he is a Licenced Company Auditor and Tax Agent whilst previously also being registered as a Company Liquidator and Trustee in Bankruptcy. He has been a shareholder in the Company since 2007, has effective directorship capabilities, demonstrated expertise and experience in the role of a Director and the capacity to act independently and maintain Board confidentiality, without any alignment to any stakeholder.

Further, Giuseppe's financial, legal and business experience is quite extensive, has a proven record and would be of great assistance to the Company going forward.

Resolution 8: Election of Director – Mr Todd Plutsky

Pursuant to sections 203D and 249N of the Corporations Act, Coastal, being a shareholder holding more than five per cent of the shares in the Company, requested the Company to include an ordinary resolution that Mr Todd Plutsky be immediately appointed as a director of the Company at this Meeting of shareholders.

Section 249P of the Corporations Act provides that Coastal may submit a member's statement for circulation to shareholders regarding the resolutions it has requested be included in this Notice of Extraordinary General Meeting. In accordance with section 249P of the Corporations Act, the Company attaches Coastal's statement in respect of Resolutions 1, 4 and 8 in Annexure A.

Resolution 9: Election of Director – Mr Andrew Preece

I was appointed as Managing Director and Chief Executive Officer of Spicers in 2015. Previously Spicers Executive General Manager, Australia, New Zealand and Asia from July 2012. Prior to that Group General Manager, Australia 2011 and General Manager, Spicers New Zealand 2007. Originally joining PaperlinX in 2001 as New Zealand Manager for Australian Paper, I have a manufacturing, merchanting and wholesaling career spanning some 25 years, originating in the UK packaging industry.

As prior CEO of Spicers I understand the business intimately with over a decade of proven performance, returning the current group to profitability, developing sustainable merchants in ANZA and managing extensive investment and divestment transactions globally. Proficient in the wider business vision and strategy I know and am known by the key industry stakeholders, decision makers and influencers.

I am currently a partner in a property development company, Director of a financial services provider of mortgages and commercial lending and also involved in business advisory. Comprehensive relevant industry experience, combined with the neutrality and objectivity required to assist informed decision making based on an appropriate balance of shareholder risk and return, provide for a combination of skills that will be well applied and served with the non-executive.

**Resolution 10: Election of Director –
Mr Jonathan Trollip B A (Hons) LLM FAICD**

Jonathan is a globally experienced independent director with over 30 years commercial, corporate, governance and legal and transactional expertise.

Jonathan is currently non-executive independent chairman of ASX listed Global Value Fund Ltd (ASX:GVF), Future Generation Investment Company Ltd (ASX:FGX), Antipodes Global Investment Company Ltd (ASX:APL) and Plato Income Maximizer Limited (ASX:PL8). He is a non-executive director of ASX listed Kore Potash limited (ASX:K2P) and holds private company directorships in the commercial and not-for-profit sectors.

Jonathan was a principal of Sydney, Australia based structured finance group Meridian International Capital Limited for over 20 years, during which time he was involved in financing transactions in various global locations. Prior to that, Jonathan practiced commercial law and was a partner with law firm Freehills (now Herbert Smith Freehills). He holds a post graduate degree in economics from the University of Cape Town and a postgraduate degree in law from the London School of Economics (University of London) and was admitted as a lawyer in England and Australia. Jonathan currently has a New South Wales Law Society Practising Certificate and is a Fellow of the Australian Institute of Company Directors.

**Resolution 11: Election of Director –
The Hon. Guthrie Williamson, B.Sc (Hons.),
FRM, CFA, GAustMS**

Guthrie Williamson has twenty years professional experience in banking and funds management. He currently is employed by National Australia Bank within the Corporate & Institutional Bank. Previously he held positions in Fixed Income research & trading at Citigroup in London, New York and Sydney. Latterly Mr Williamson was a Portfolio Manager at Principal Global Investors in Sydney. Guthrie graduated from the University of Sydney with a B.Sc. (Hons.) in Pure Mathematics and holds the Chartered Financial Analyst (CFA) designation from the CFA Institute and Financial Risk Manager (FRM) designation from the Global Association of Risk Professionals. Mr Williamson is a member of the Sydney Society of Financial Analysts. Mr Williamson is a director of two private investment companies registered in Australia and one registered in England & Wales. Mr Williamson is a shareholder of Spicers Limited.

**Annexure A Statement by
Coastal Capital International,
Ltd. in respect of Resolutions 1,
4 and 8**

This statement has been prepared by Coastal Capital International, Ltd. to set out its reasons for proposing the resolutions to be moved at the general meeting of shareholders of Spicers Limited ("Company").

Resolution 1

In the opinion of Coastal Capital International, Ltd., Wayne Johnston ought to be removed at the earliest possible date given the change in shareholder ownership composition of the Company and the belief that the corporate governance of a well-functioning Company shall be independent of management.

Resolutions 4 and 8

In the opinion of Coastal Capital International, Ltd., the proposed new Directors shall be installed at the earliest date possible so that Spicers may enter a new era of leadership at the earliest possible date. Accordingly, the following Directors are proposed to be immediately appointed in the best interests of shareholders:

Mr. Vlad Artamonov

Vlad Artamonov is a Managing Partner at Coastal Investment Management, L.P., an investment management firm. Vlad is also a Director of Coastal Capital International, Ltd., which is a substantial shareholder of Spicers Limited. Prior to founding Coastal, Vlad was an Analyst at Greenlight Capital in New York, a multi-billion dollar value-oriented investment firm. Previously, Vlad worked at Merrill Lynch, where he was an integral member of an investment banking team advising U.S. and international companies on acquisitions, divestitures, strategic minority investments, joint ventures, and leveraged buyouts. Vlad graduated magna cum laude with a B.S.E. from the Wharton School at the University of Pennsylvania and with an M.B.A. from the Harvard Business School.

Mr. Todd Plutsky

Todd Plutsky is a Managing Partner at Coastal Investment Management, L.P., an investment management firm. Todd is also a Director of Coastal Capital International, Ltd., which is a substantial shareholder of Spicers Limited. Prior to founding Coastal, Todd was an Analyst at Ivory Capital in Los Angeles, a multi-billion dollar investment firm. Todd also previously worked in investment banking at J.P. Morgan in New York where he advised on the mergers and acquisitions and strategic transactions of several notable companies. Todd graduated magna cum laude with a B.A. from Northwestern University in Economics and Political Science, with a Juris Doctor from the Harvard Law School, and with an M.B.A. from the Harvard Business School.



Spicers Limited
ABN 70 005 146 350

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 662 058
(outside Australia) +61 3 9415 4021

Proxy Form



Vote 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: 189561

SRN/HIN:

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 10.00am (Melbourne time) on Monday, 4 September 2017

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 →**



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.

Proxy Form

Please mark ☐ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Spicers 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 Extraordinary General Meeting of Spicers Limited to be held at the Computershare Conference Centre, Yarra Falls, 452 Johnston Street, Abbotsford, Victoria, Australia on Wednesday, 6 September 2017 at 10.00am (Melbourne time) and at any adjournment or postponement of that meeting.

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.

Removal of Director Resolution

Resolution 1 Removal of Director - Mr Wayne Johnston

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

Election of Directors - Board Nominated Resolutions

Resolution 2 Election of Director - Mr Malcolm McComas

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Resolution 3 Election of Director - Mr David Stillman

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Election of Directors - Shareholder Nominated Resolutions

Resolution 4 Election of Director - Mr Vlad Artamonov

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Resolution 5 Election of Director - Mr Gabriel Berger

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Resolution 6 Election of Director - Mr Nigel Burgess

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Resolution 7 Election of Director - Mr Giuseppe Coronica

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Resolution 8 Election of Director - Mr Todd Plutsky

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Resolution 9 Election of Director - Mr Andrew Preece

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Resolution 10 Election of Director - Mr Jonathan Trollip

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Resolution 11 Election of Director - The Hon. Guthrie Williamson

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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The Chairman of the Meeting intends to vote undirected proxies against Resolution 1, in favour of Resolutions 2 and 3 and against Resolutions 4 to 11. 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 / /