

Silver Chef Limited

ACN 011 045 828

Notice of 2014 Annual General Meeting and Explanatory Memorandum

Meeting to be held: Thursday 16 October 2014 at 10.30am

Definitions

A number of capitalised terms are used throughout this Notice of Annual General Meeting and Explanatory Memorandum. Except to the extent the context otherwise requires:

Term	Definition
Annual General Meeting or Meeting	means the annual general meeting convened by this Notice.
ASX	means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).
Board	means the board of Directors of the Company.
Chairman or Chair	means the chairman of the Company.
Company or Silver Chef	means Silver Chef Limited ACN 011 045 828.
Constitution	means the constitution that was adopted pursuant to Resolution of shareholders on 24 October 2013.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth) as amended.
Directors	means the directors of the Company.
Explanatory Memorandum	means the explanatory memorandum accompanying the Notice.
KMP	means key management personnel as defined in the Corporations Act.
Listing Rules	means the listing rules of ASX.
Notice of Notice of Annual General Meeting	means this notice of Annual General Meeting.
Shareholders	means shareholders of the Company.

Notice of Annual General Meeting

Silver Chef Limited ACN 011 045 828

Notice is given that the Annual General Meeting of Silver Chef Limited ACN 011 045 828 (**Company**) will be held at:

Location	McCullough Robertson Lawyers, Level 11, Central Plaza Two, 66 Eagle Street, Brisbane
Date	Thursday 16 October 2014
Time	10.30am (Brisbane time)

Ordinary business

Financial statements and reports

To receive and consider the Company's financial reports and the reports of the Directors and the auditor for the financial year ended 30 June 2014.

Resolution 1 – Adoption of remuneration report

To consider and, if in favour, to pass the following resolution:

'That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the remuneration report of the Directors for the financial year ended 30 June 2014 be adopted.'

Notes

This resolution will be decided as if it were an ordinary resolution but under section 250R(3) of the Corporations Act the vote on this resolution is advisory only and does not bind the Directors or the Company. Votes must not be cast on this resolution (in any capacity) by or on behalf of members of key management personnel (**KMP**) details of whose remuneration are included in the remuneration report or their closely related parties. Refer to note 6 below for further information.

Resolution 2 – Re-election of Ms Sophie Mitchell

To consider and, if in favour, to pass the following resolution as an ordinary resolution:

'That, for the purposes of rule 19.3 of the Constitution and for all other purposes, Ms Sophie Mitchell, who retires by rotation, and being eligible, be re-elected as a Director of the Company.'

Resolution 3 – Re-election of Mr Bede King

To consider and, if in favour, to pass the following resolution as an ordinary resolution:

'That, for the purposes of rule 19.3 of the Constitution and for all other purposes, Mr Bede King, who retires by rotation, and being eligible, be re-elected as a Director of the Company.'

Resolution 4 – Increase in remuneration for non-executive Directors

To consider and, if in favour, pass the following resolution as an ordinary resolution:

'That, for the purposes of rule 19.5 of the Constitution and Listing Rule 10.17 and for all other purposes, the maximum aggregate remuneration pool payable to non-executive Directors for their services to the Company be increased from \$310,000 per annum to \$375,000 per annum.'

Voting exclusion statement

Under Listing Rule 14.11, the Company will disregard any votes cast on this resolution by a Director or their associate.

However, the Company need not disregard a vote if it is cast by:

- (a) a person as proxy for a person who is entitled to vote, under the directions on the proxy voting form; or
- (b) the person chairing the meeting as proxy for a person who is entitled to vote, under a direction on the proxy form to vote as the proxy decides.

General business

To consider any other business as may be lawfully put forward in accordance with the Existing Constitution.

Further information relating to the resolutions is set out in the Explanatory Memorandum.

Date 12 September 2014

By order of the Board



Don Mackenzie
Company Secretary

Notes

Voting

- 1 The Company has determined, that Shareholders who are on the Company's register at 7.00pm (Sydney Time) on Tuesday 14 October 2014 will be taken, for the purposes of the Annual General Meeting, to be entitled to attend and vote at the Meeting.

Proxies

- 2 A Shareholder who is entitled to vote at the Meeting may appoint:
 - (a) one proxy if the member is only entitled to one vote; or
 - (b) one or two proxies if the member is entitled to more than one vote.
- 3 Where a Shareholder appoints two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise half of the votes in which case any fraction of votes will be disregarded.
- 4 If you require an additional proxy form, the Company will supply it on request.
- 5 A proxy need not be a Shareholder of the Company.

- 6 KMP or their closely related parties appointed as a proxy must not vote on a resolution connected directly or indirectly with the remuneration of KMP if the proxy is undirected unless:
- (a) the proxy is the person chairing the Meeting; and
 - (b) the proxy appointment expressly authorises the person chairing the Meeting to vote undirected proxies on that resolution.
- 7 The proxy form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by the Company, no later than 10.30am (Brisbane time) on Tuesday, 14 October 2014, either:
- (a) in person at BoardRoom Pty Limited, Level 7, 207 Kent Street, Sydney, New South Wales;
 - (b) by mail to BoardRoom Pty Limited, GPO Box 3993, Sydney, New South Wales 2001; or
 - (c) by fax on +61 2 9290 9655.

Proxy form

- 8 A proxy form is enclosed with this Notice. The proxy form is an integral part of this Notice and both documents should be read together.

Body corporate representative

- 9 A corporation that is a Shareholder may elect to appoint a representative, rather than appoint a proxy, under the Corporations Act. In such case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the Meeting.

Explanatory Memorandum

Silver Chef Limited ACN 011 045 828

Introduction

This Explanatory Memorandum has been prepared for the Shareholders in conjunction with the Notice of Annual General Meeting of the Company to be held at the offices of McCullough Robertson Lawyers, Level 11, Central Plaza Two, 66 Eagle Street, Brisbane on Thursday 16 October 2014 at 10.30am (Brisbane time).

Ordinary business

Financial statements and reports

The Corporations Act requires that the report of the Directors, the auditor's report and the financial report be laid before the Annual General Meeting. In addition, the Existing Constitution provides for these reports to be received and considered at the Meeting.

Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Existing Constitution requires a vote of Shareholders at the Annual General Meeting on the financial statements and reports. However Shareholders will be given reasonable opportunity at the Meeting to raise questions with respect to these reports.

Shareholders may also submit written questions to the Company's auditor if the question is relevant to the content of the audit report or the conduct of its audit of Silver Chef's annual report for the year ended 30 June 2014.

Any written questions must be submitted to the Company Secretary or the Company's share registry before Friday, 10 October 2014 using the form attached to this Notice. Please send any written questions to:

Email: dmackenzie@silverchefgroup.com.au

Fax: +61 7 3335 3399 or +61 2 9290 9655

Post: The Company Secretary or BoardRoom Pty Limited
PO Box 1760 GPO Box 3993
Milton BC 4064 Sydney NSW 2001

Copies of the questions received, and any written answers that have been prepared, will be available at the Meeting.

Resolution 1 – Adoption of remuneration report

Remuneration report

Section 250R(2) of the Corporations Act requires that the section of the Directors' report dealing with Key Management Personnel remuneration of the Company be put to Shareholders for adoption.

The resolution of Shareholders is advisory only and **not binding** on the Directors or the Company.

The Remuneration Report is set out on pages 8 to 15 of the 2014 annual report, which is available on the Silver Chef website at www.silverchefgroup.com.au. The report:

- (a) explains the Board's policies in relation to the nature and level of remuneration paid to Key Management Personnel within the Silver Chef group;
- (b) discusses the link between the Board's policies and Silver Chef's performance;
- (c) sets out the remuneration details for each of the Key Management Personnel ; and
- (d) makes clear that the basis for remunerating non-executive Directors is distinct from the basis for remunerating executives, including executive Directors.

The Chairman will give shareholders a reasonable opportunity to ask questions about, or to make comments on, the remuneration report.

Recommendation

The Directors unanimously recommend that Shareholders vote in favour of this resolution.

Resolution 2 – Re-election of Ms Sophie Mitchell

Background

Rule 19.3 of the Constitution requires that at every annual general meeting, one-third of the Directors (other than the managing Director) must retire from office.

The Board has undertaken a review of the performance of Sophie Mitchell and the contribution she has made to the Board together with the skills and expertise which she provides to the Board and the Company.

Having retired by rotation in accordance with rule 19.3 of the Company's Constitution, and being eligible, Sophie Mitchell offers herself for re-election.

BIO NOTES

Appointed a Director in September 2011. Sophie's career has been in the financial sector and she is currently a Director of Morgans. Previous roles have included Head of Research and senior analyst with Morgans' predecessor company ABN AMRO Morgans, and Portfolio Manager for Seymour Wealth Management. Sophie is a Member of the Takeovers Panel and the Australia Council for the Arts, a Director (previously Chairman) of Expressions Dance Company, Morgans Foundation, MTQ Insurance Limited and of ASX-listed Flagship Investment Limited, and a Trustee of the Queensland Performing Arts Trust. Sophie is currently an independent non-executive director and member of the Finance Committee and Remuneration Committee.

Recommendation

The Directors (other than Sophie Mitchell who does not make a recommendation) unanimously recommend that Shareholders vote in favour of this resolution.

Resolution 3 – Re-election of Mr Bede King

Background

Rule 19.3 of the Constitution requires that at every annual general meeting, one-third of the Directors (other than the managing Director) must retire from office.

The Board has undertaken a review of the performance of Bede King and the contribution he has made to the Board together with the skills and expertise which he provides to the Board and the Company.

Having retired by rotation in accordance with rule 19.3 of the Company's Constitution, and being eligible, Bede King offers himself for re-election.

Bio notes

Appointed a Director in March 2005. Bede is the senior partner at Tobin King Lateef, Solicitors & Notaries. Bede is a Trustee of the Board of Trustees of the State Public Sector Superannuation Scheme (QSuper) and is a director of QSuper Limited. Bede is a fellow of the Financial Services Institute of Australia, a Director of several non-listed companies and a member of various compliance committees for property, mortgage and equity funds. He is the former National Chairman of YHA Australia, having occupied that position for over 10 years. He is currently a Board Member of St. Aidan's Foundation Limited and Synapse (formerly The Brain Injury Association of Queensland) both not-for-profit organisations. Bede is currently an independent non-executive director and member of the Audit and Risk Management Committee and Remuneration Committee.

Recommendation

The Directors (other than Bede King who does not make a recommendation) unanimously recommend that Shareholders vote in favour of this resolution.

Resolution 4 – Increase in remuneration for non-executive Directors

Background

The Company proposes to increase the maximum amount that may be paid to non-executive Directors for their services (as a group) by \$65,000 per annum from \$310,000 per annum to \$375,000 per annum.

Under rule 19.5 of the Constitution and Listing Rule 10.17, the approval of the Company's Shareholders in general meeting is required for this increase.

The reasons for requesting the increase to the maximum aggregate remuneration for non-executive Directors are as follows:

- (a) while the current limit of \$310,000 was approved by Shareholders on 24 October 2013, and notwithstanding that Allan English is filling the role of an executive director on a temporary basis, an increase of the number of Board positions for the future for non-executive Directors to six is now being considered;
- (b) the Board is of the view that the proposed increase to non-executive Directors' aggregated remuneration is commensurate with market remuneration paid to non-executive directors at equivalent ASX listed companies in terms of growth and market capitalisation and is necessary to retain and attract appropriately qualified non-executive directors to the Company;
- (c) the increase reflects the more onerous corporate governance environment and the commensurate increase in time and responsibility of non-executive Directors; and

- (d) the proposed increase has been calculated to allow for growth over time of the remuneration of non-executive Directors.

Details of the Directors' remuneration to the period ended 30 June 2014 are contained in the Remuneration Report.

Recommendation

The Directors abstain from making a recommendation on this resolution.



Silver Chef Limited
ABN 28 011 045 828

All communications to:
C/- BoardRoom Pty Limited
GPO Box 3993
SYDNEY NSW 2001
Telephone: 1300 737 760
Facsimile: (02) 9290 9655

Shareholder Details:

Name:

Address:

Shareholder reference:

ASX Code: SIV
Email: enquiries@boardroomlimited.com.au
Website: www.boardroomlimited.com.au

Questions from Shareholders – Silver Chef 2014 Annual General Meeting (AGM)

We invite you to submit questions relating to Silver Chef that may be relevant to the AGM, whether or not you are able to attend the AGM, including

- matters arising from the financial reports or the Remuneration report;
- resolutions being put to the meeting, or;
- general questions concerning the performance of Silver Chef.

You may also submit written questions to the auditor if the questions are relevant to the content of the auditor's report or the conduct of the audit of the financial report to be considered at the AGM.

During the course of the AGM, the Chairman of the meeting will endeavour to address as many of the questions asked as possible. However there may not be sufficient time available at the meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

Questions must be received by Friday, 10 October 2014.

Question(s):

1. Question is for the ☐ Chairman, or ☐ Auditor

2. Question is for the ☐ Chairman, or ☐ Auditor

3. Question is for the ☐ Chairman, or ☐ Auditor



All Correspondence to:

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

Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

📠 **By Fax:** +61 2 9290 9655

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

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

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11.30am (AEDT) on Tuesday 14th October 2014.**

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

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

Appointment of a Second Proxy

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

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

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

STEP 3 SIGN THE FORM

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

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

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

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

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

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11.30 am (AEDT) on Tuesday, 14th October 2014.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

📠 **By Fax** + 61 2 9290 9655

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

👤 **In Person** Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

Attending the Meeting

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

Silver Chef Limited

ACN 011 045 828

☐

Your Address

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

PROXY FORM

STEP 1 APPOINT A PROXY

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

☐

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

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at the offices of **McCullough Robertson Lawyers, Level 11, Central Plaza Two, 66 Eagle Street, Brisbane QLD 4000 on Thursday, 16 October 2014 at 10.30am (Brisbane Time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

☐

If the Chair of the meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of resolution 1, please place a mark in the box. By marking this box, you acknowledge that the Chair of the meeting may exercise your proxy even if he has an interest in the outcome of resolution 1 and that votes cast by the Chair of the meeting for this resolution other than as proxy holder will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on resolution 1 and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

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

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	To Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	To re-elect Ms Sophie Mitchell as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	To re-elect Mr Bede King as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Increase in remuneration for non-executive Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2014