



23 September 2016

ASX Markets Announcements
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SYDNEY NSW 2000

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Dear Shareholder,

SAI Global Limited: Notice of 2016 Annual General Meeting

Please find **attached** the Notice of Annual General Meeting for SAI Global Limited (SAI) to be convened on **Thursday 27th October 2016**, commencing at **10:00 am** at Rooms 3 & 4, Level 2, Hilton Hotel, 488 George Street, Sydney NSW 2000.

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

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

Those shareholders who have elected not to receive a hard copy of the Annual Report may access it through the Company's Investor Centre at www.saiqlobal.com/en-au/about-sai-global/investor-information/results-and-announcements/.

We look forward to your participation at the meeting.

Yours sincerely

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

Hanna Myllyoja
Company Secretary

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of SAI Global Limited ("the Company" or "SAI") will be held at Rooms 3 & 4, Level 2, Hilton Hotel, 488 George Street, Sydney NSW 2000 on Thursday 27th October 2016 at 10:00 am to conduct the following business:

BUSINESS

SAI's Financial Statements and Reports

1. To receive and consider the Financial Report, Directors' Report and Independent Auditor's Report for SAI and its controlled entities for the year ended 30 June 2016.

Resolution 1: Remuneration Report

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

That the Company's Remuneration Report for the financial year ended 30 June 2016 (set out in the Directors' Report) is adopted.

Resolution 2: Re-election of Director: Ms Sylvia Falzon

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

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

Resolution 3: Re-election of Director: Mr David Moray Spence

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

That Mr David Moray Spence who retires by rotation in accordance with the Company's Constitution and offers himself for re-election, is re-elected as a director of SAI Global Limited.

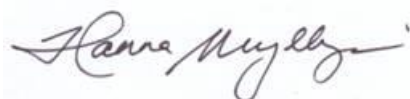
Resolution 4: Approval of issue of Options to Peter Mullins, Chief Executive Officer & Managing Director

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

That the issue of 1,636,364 Options to acquire shares in SAI Global Limited to Mr Peter Mullins, under the Revised SAI Global Executive Incentive Plan as described in the Explanatory Statements, is approved for all purposes including for the purpose of Listing Rule 10.14 and section 260C(4) of the Corporations Act 2001 (Cth).

6. **Other business**

By order of the Board



Hanna Myllyoja
Company Secretary
23 September 2016

VOTING EXCLUSION STATEMENTS

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

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

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

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

For the purposes of such voting exclusions under the *Corporations Act 2001 (Cth)*:

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

(b) In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast on **Resolution 4** (Approval of issue of Options to Peter Mullins, Chief Executive Officer and Managing Director) by:

- Mr Peter Mullins, being a director who is eligible to participate in the SAI Global Executive Incentive Plan in respect of the issue of securities thereunder for which approval is hereby sought; and
- an associate of Mr Mullins.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Further, the *Corporations Act* requires that if any Key Management Personnel or their Closely Related Parties are appointed as proxy in respect of a resolution connected directly or indirectly with the remuneration of a member of Key Management Personnel (such as Resolution 4) they must not vote that proxy, unless:

- it is cast as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting, and;
 1. the proxy appointment does not specify how the proxy is to vote; and
 2. the appointment expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

PROXIES AND VOTING

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

SAI has determined in accordance with regulation 7.11.37 of the *Corporations Regulations* that for the purpose of voting at the general meeting, shares will be taken to be held by those who hold them at 7:00p.m (Sydney time) on Tuesday the 25 October 2016.

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

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

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

The Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by 10:00 am (Sydney time), Tuesday 25th October 2016, being no later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy Forms may be lodged using the Reply Paid envelope or by:

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

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

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

Due to the voting exclusions and requirements referred to above, if you intend to appoint the Chairman, any other Director or Key Management Personnel or their Closely Related Parties or associates as your proxy, you are encouraged to direct your proxy on how to vote on Resolutions 1 and 4 by marking either "For", "Against" or "Abstain" on the proxy form for the relevant item of business.

The Chairman's stated voting intention is to vote, to the extent permitted by the law, any undirected proxies in favour of all proposed resolutions.

Further you should note that:

- if you execute a proxy form and do not nominate a person to act as your proxy, the Chairman will be appointed as your proxy by default; and
- if you appoint the Chairman as your proxy or the Chairman is appointed as your proxy by default, and the proxy form does not specify whether to vote "For", "Against" or "Abstain", you will be taken to authorise the Chairman to exercise the proxy even if the relevant resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel or the Chairman has an interest in the outcome of the relevant resolution.

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

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

WEBCAST AND YOUR PRIVACY

Attendees at the meeting will be video recorded and the tapes may be viewed at the discretion of SAI for security purposes. A live audio webcast of the meeting will be available on the Company's website at www.saiglobal.com/en-au/about_sai_global/investor_information/results_and_announcements/.

EXPLANATORY STATEMENTS

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

The Financial Report, Directors' Report and Independent Auditor's Report for SAI for the year ended 30 June 2016 will be presented to the meeting. There is no requirement for shareholders to approve those reports. However, the Chairman will allow a reasonable opportunity for shareholders to ask questions or make comments about those reports and the management of SAI. Shareholders will also be given a reasonable opportunity to ask questions about the conduct of the audit and the preparation and content of the Independent Auditor's Report.

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

2. Resolution 1: Remuneration Report

The Remuneration Report of the Company for the financial year ended 30 June 2016 is set out in the Directors' Report in the Annual Report to Shareholders 2015/2016 (Remuneration Report) and is also available on SAI's website at www.saiglobal.com/en-au/about_sai_global/investor_information/results_and_announcements/.

The Remuneration Report sets out, as at 30 June 2016, SAI's remuneration arrangements for the Directors, the Chief Executive Officer and other Key Management Personnel as prescribed by the *Corporations Act* and Australian Accounting Standard 124.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting. In addition, the *Corporations Act* requires that Resolution 1, for the adoption of the Remuneration Report, be put to a vote. The vote on this resolution is advisory only and does not bind the Company or its Directors. However the Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies and practices.

Board Recommendation

The Board recommends adoption of the Remuneration Report.

3. Resolution 2: Re-election of Director: Ms Sylvia Falzon

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

Sylvia Falzon, MIR (Hons) B Bus, GAICD, SF Finsia (age 51)

An experienced non-executive director of ASX listed companies, not-for-profit and government organisations, Ms Falzon joined the Board of Directors of SAI Global Limited in October 2012. Sylvia has worked in the financial services industry for almost 3 decades and during that time has held senior executive positions responsible for institutional and retail funds management businesses both domestically and internationally. Her roles have included Head of Business Development at AVIVA Investors Australia, an equity partner at Alpha Investment Management, and Chief Manager International Sales and Service at National Mutual Funds Management/AXA. She has overseen strategy, product development and management distribution, marketing and communications as well as client services.

Ms Falzon is currently a non-executive director of Perpetual Limited, Cabrini Health Limited, Regis Healthcare and Museums Board of Victoria. She brings to the Board her extensive knowledge and insight in the development of businesses, with a particular focus on marketing, sales and client service as well as skills in change management and strategic development

Independence

Ms Falzon's independence status is consistent with the statement of independence concerning other Non-Executive Directors as set out in the Corporate Governance Statement in the Annual Report to shareholders.

Board Recommendation:

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

4. Resolution 3: Re-election of Director: Mr David Moray Spence

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

David Moray Spence, B. Comm. CA (SA) MAICD (age 64)

Mr Spence is a well-known entrepreneur in the internet and telecommunication arena. He has been an independent director or chairman of nine listed entities and a Director of over 20 unlisted private equity or venture capital funded companies.

Mr Spence is currently, chairman of Vocus Communications Limited, PayPal Australia, and National Narrowband Company Network Pty Limited and is a non-executive director at Hills Limited. His past career includes being a General Manager at ACP Publications, CFO at Freedom Furniture and OPSM, COO and then CEO at Ozemail Limited, CEO at Unwired Limited, Venture partner at Allen & Buckeridge as well as being involved in numerous start-ups. He is also a past Chairman of the Internet Industry Association. Mr Spence brings to the Board of Directors of SAI Global Limited his extensive experience in driving growth in technology-based businesses, strong commercial skills and experience in capital raisings as well as mergers and acquisitions. In addition to a strong background in the digital and telecommunications world David is also experienced in managing international operations out of Australia.

Independence

Mr Spence's independence status is consistent with the statement of independence concerning other Non-Executive Directors as set out in the Corporate Governance Statement in the Annual Report to Shareholders.

Board Recommendation:

The Directors unanimously support the election of Mr David Moray Spence as a Non-Executive Director of the Company (with Mr Moray abstaining).

5. Resolution 4: Approval of issue of Options to acquire Ordinary Shares to Mr Peter Mullins, Executive Director and Chief Executive Officer.

Resolution 4 seeks shareholder approval for the issue of 1,636,364 Options under the Revised Executive Incentive Plan (as approved by Shareholders at the 2011 AGM) ("the Plan") to Mr Mullins. This shareholder approval is required under Listing Rule 10.14 which permits a director to acquire securities that are issued under an employee incentive scheme.

The Board wishes to align Mr Mullins's equity based incentive arrangements with any other executives who may receive benefits under the Plan and to ensure that an appropriate long-term remuneration incentive (with an adequate retentive mechanism) is in place for Mr Mullins as the Chief Executive Officer of the Company.

It is proposed that shareholders approve the issue of 1,636,364 Options granted to Mr Peter Mullins on the following terms:

FY2017 Tranche- of Long Term Incentive

Under the Plan, Mr Mullins may elect to receive Incentives either 100% as PSRs or 100% as Options. Mr Mullins has elected to receive 100% as Options for the FY2017 Tranche. The Options granted to Mr Mullins under the Revised Plan were issued (subject to approval at this shareholders' meeting) on 12 September 2016.

The passing of this resolution will also provide approval for the giving of financial assistance to the acquisition of Shares on the conversion of securities pursuant section 260C (4) of the *Corporations Act 2001 (Cth)*.

Offer Date: 1 September 2016

Grant Date: 12 September 2016

Formula for determining number of Options

The number of 1,636,364 Options granted to Mr Mullins was determined by dividing the cash value of LTI to be issued as Options by the non-discounted Black Scholes valuation of an option over an ordinary share in the Company, the price of which will have been established using the Volume Weighted Average Price (VWAP), of shares in SAI Global Limited for the 5 day period preceding the Offer Date, being up to and including 31 August 2016.

Vesting period

Subject to the achievement of the Performance Criteria outlined in below, one-third of the Options will vest on 1st July 2019, the second third on 1st July 2020 and the final third on 1st July 2021. Should all, or a proportion of Options eligible to vest on a vesting date remain unvested as a result of the Performance Criteria not being met, they will lapse.

Performance criteria

For the purpose of applying performance criteria, the grant of Options is divided into two equal parts. One half will be subject to Return on a Funds Employed (ROFE) performance criterion and the other half to an Earnings Per Share (EPS) criterion.

(i) The ROFE performance criterion

ROFE is defined as Statutory EBIT/Monthly Average Funds Employed.

On each of the vesting dates detailed above, the ROFE for SAI Global Limited during the period between 1 July 2016 and the relevant vesting date, will be calculated and vesting will occur as follows:

If ROFE is less than 95% of Target ROFE, none of the Options eligible to vest will vest.

If ROFE is 95% of Target ROFE, 30% of the Options eligible to vest will vest.

If ROFE is 105% of Target ROFE or greater, all of the Options eligible to vest will vest.

For ROFE outcomes between 95% and 105% of Target ROFE, Options eligible to vest will vest on a pro rata basis.

ROFE Targets for this grant are as follows:

FY19 15%

FY20 16%

FY21 17%

(ii) The EPS performance criterion

On each of the vesting dates detailed above, the compound EPS growth of ordinary shares in SAI Global Limited over the period between 1 July 2016 and the relevant vesting date will be calculated and vesting will occur as follows:

If the compound EPS growth over the period is less than 8% per annum, none of the Options eligible to vest will vest.

If the compound EPS growth is equal to 8%, 30% of the Options eligible to vest will vest.

If the compound EPS growth is equal to or greater than 12%, all of the Options eligible to vest will vest.

For compound EPS growth outcomes between 8% and 12% per annum, vesting will occur on a pro-rata basis.

In calculating the compound EPS growth, the Board of Directors of SAI Global Limited ("the Board") may, by exercising its discretion, adjust statutory EPS so as to exclude abnormal or non-recurring items considered appropriate by the Board.

(iii) Exercise Price of Each Option and additional terms

The Exercise Price of each Option was the VWAP of an Ordinary Share in SAI Global Limited, established over the five (5) trading days immediately preceding the Offer Date and the Option Period is ten (10) years from the Grant Date of 12 September 2016.

Options will be exercisable, subject to dealing restrictions imposed by the ASX Listing Rules and Company policies, at any time between the date they vest and 10 years from the Grant Date.

Further Information

For the purposes of Listing Rule 10.15, the following information is given:

- (a) no securities have been issued under the Plan to parties to whom Listing Rule 10.14 applies (being Mr Mullins);
- (b) the number of securities issued to Mr Mullins (and subject to shareholder approval at this Annual General Meeting) is 1,636,364 Options, such number having been determined by dividing \$720,000 by the non-discounted Black Scholes valuation of an option over an ordinary share in SAI Global Limited, the price of which was established using the VWAP for the 5 trading day period preceding the Offer Date;
- (c) there are no other persons referred to in Listing Rule 10.14 to whom this applies who may participate in the Revised Plan (as the Revised Plan is an executive plan only);
- (d) no loan to any Director attaches in relation to the acquisition of securities under the Revised Plan; and
- (e) the issue price for the FY2016 Options is Nil.

Board Recommendation

The Directors (other than Mr Mullins) recommend that you vote in favour of this Resolution on the basis that they consider it in the best interests of SAI's shareholders to reward the services of Mr Mullins on terms that are fair and aligned with shareholder return. No Non-Executive Director has an interest in the outcome of this Resolution other than to secure the services of Mr Mullins on terms that are considered fair and reasonable.

LODGE YOUR VOTE
 **ONLINE**
www.linkmarketservices.com.au
 **BY MAIL**
 SAI Global Limited
 C/- Link Market Services Limited
 Locked Bag A14
 Sydney South NSW 1235 Australia

 **BY FAX**
 +61 2 9287 0309

 **BY HAND**
 Link Market Services Limited
 Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**
 Telephone: +61 1300 654 848

PROXY FORM

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


APPOINT A PROXY
 the Chairman of the Meeting (mark box)
OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

 or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am on Thursday, 27 October 2016 at Level 2, Hilton Hotel, 488 George Street, Sydney NSW 2000 (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolutions 1 and 4: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1 and 4, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.
VOTING DIRECTIONS
Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an
Resolutions

	For	Against	Abstain*
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director: Ms Sylvia Falzon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Director: Mr David Moray Spence	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of issue of Options to Peter Mullins, Chief Executive Officer and Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

 This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).


HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am on Tuesday, 25 October 2016**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

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



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**