



## Notice of 2017 Annual General Meeting

Notice is given that the 2017 Annual General Meeting of Silex Systems Limited ABN 69 003 372 067 (the 'Company') will be held in Meeting Rooms 5 & 6, Level 1, Hilton Hotel, 488 George Street, Sydney NSW 2000, on Friday, 10 November 2017 at 9.30am (Sydney time).

### **AGENDA**

#### **ORDINARY BUSINESS**

#### **FINANCIAL STATEMENTS AND REPORTS**

To receive and consider the financial report, the report of the Directors and Auditors for the year ended 30 June 2017. There is no vote on this item.

For those members who have not elected to receive a hardcopy of the Annual Report, the Annual Report is available on the Silex website at [www.silex.com.au](http://www.silex.com.au).

#### **RESOLUTION 1 - ORDINARY RESOLUTION TO ADOPT THE REMUNERATION REPORT**

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

**“THAT** the remuneration report for the year ended 30 June 2017 be adopted.”

**Note 1:** The remuneration report is set out on pages 26 to 34 of the Company's Annual Report.

**Note 2:** The vote on this resolution is advisory only and does not bind the Company or its directors. Following the introduction of the *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011 (Cth)*, a 25% or higher “no” vote on the Remuneration Report resolution at two consecutive Annual General Meetings triggers a resolution being put to shareholders (a “spill resolution”) that another general meeting be convened to consider the election of certain directors (the “spill meeting”). If the spill resolution is carried by an ordinary majority, the spill meeting must be held within 90 days and all directors that were directors when the second 25% “no” vote was passed will cease to hold office immediately after the spill meeting (except for the Managing Director) unless they are willing to stand for re-election and are re-elected at that meeting.

**Voting Exclusion Statement (*Corporations Act 2001 (Cth)*):** The Company will not accept any votes cast on this resolution by or on behalf of a person who is disclosed in the Remuneration Report as one of the key management personnel of the Company (including the directors), or a closely related party of that person (as these persons are not entitled to vote on the resolution in their own capacity). However, such a person may cast a vote on this resolution if they do so as a proxy for a shareholder who is entitled to vote, in accordance with a direction on the proxy form or by the Chair of the meeting where she has been expressly authorised to exercise the proxy (even though the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel).

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**RESOLUTION 2 - ORDINARY RESOLUTION TO RE-ELECT MR ROBERT LEE AS A DIRECTOR**

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

**“THAT** Mr Robert Lee, being a Director of the Company, who retires as a Director in accordance with Rule 6.1(f) of the Constitution of the Company and being eligible offers himself for re-election, is re-elected as a Director of the Company.”

**Additional Information**

1. The Explanatory Statement following provides further details of the proposed resolutions.
2. For the purposes of this meeting, shares will be taken to be held by the persons who are registered as members at 9.00pm Sydney time on Wednesday, 8 November 2017. Accordingly, transactions registered after that time will be disregarded in determining members entitled to attend and vote at the meeting.
3. A member entitled to attend and vote is entitled to appoint no more than two (2) proxies.
4. Votes may be cast "For", "Against" or not voted on a resolution ("Abstain"). A member may direct a proxy how to vote on any resolution by placing a mark (e.g. a cross) in the appropriate box on the proxy form and their votes may only be exercised in that manner.
5. If a member is entitled to cast two (2) or more votes at the Annual General Meeting, the member may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise on a poll. If the appointment does not specify the proportion or the number of the member's votes that each proxy may exercise, each proxy is entitled to exercise half of the shareholder's votes on a poll. Fractions will be disregarded. A proxy need not be a member of the Company.
6. The form of proxy must be signed by the member or the member's attorney. Proxies given by corporations must be signed either under seal or under the hand of a duly authorised officer, representative or attorney. In the case of joint holders, the form of proxy should be signed by all holders.
7. To be valid, the form appointing the proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney must be lodged at the registered office or the share registry of the Company, Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3001 (or by facsimile to 1800 783 447 within Australia or +61 3 9473 2555 outside Australia) at least 48 hours prior to the Annual General Meeting (that is, by no later than 9.30am Sydney time on Wednesday, 8 November 2017). A form of proxy accompanies this Notice of Annual General Meeting.
8. Alternatively, you may appoint a proxy using an electronic facility available at the website [www.investorvote.com.au](http://www.investorvote.com.au). At the website, members will be able to view an electronic version of the proxy form, which will accept proxy appointments and register them accordingly.
9. Custodian voting – For Intermediary Online subscribers only (custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions.
10. Please refer to the accompanying Proxy Form for further detailed information regarding how to vote on Items of Business.

**Explanatory Statement****FINANCIAL STATEMENTS AND REPORTS**

The Company's 2017 Annual Report to members, which includes the financial report, as well as the Directors' and Auditor's reports, will be laid before the meeting. The Company's 2017 Annual Report is available on the Company's website at [www.silex.com.au](http://www.silex.com.au) and has been sent to those members who have elected to receive a hardcopy in the mail.

Members are not required to vote on the financial report or the Directors' and Auditor's reports. However, an opportunity for members to discuss these reports will be provided at the meeting.

**RESOLUTION 1 - ORDINARY RESOLUTION TO ADOPT THE REMUNERATION REPORT**

The Directors' report for the year ended 30 June 2017 contains a Remuneration Report, which sets out the policy for the remuneration of the directors and key management personnel. The Remuneration Report is set out on pages 26 to 34 of the Company's 2017 Annual Report which is available from the Company's website at [www.silex.com.au](http://www.silex.com.au). An opportunity to discuss the Remuneration Report will be provided at the meeting.

The *Corporations Act 2001 (Cth)* requires that a resolution be put to the vote that the Remuneration Report be adopted. The *Corporations Act 2001 (Cth)* expressly provides that the vote is advisory only, and does not bind the directors or the Company. The Board of the Company will take into account the discussion on this resolution and the outcome of the vote when considering the future remuneration arrangements of the Company.

**Board Recommendation**

The Board of the Company unanimously recommend that members vote in favour of adopting the Remuneration Report.

**RESOLUTION 2 - ORDINARY RESOLUTION TO RE-ELECT MR ROBERT LEE AS A DIRECTOR**

Rule 6.1(f) of the Company's Constitution requires an election of directors to take place each year with at least one director (excluding the CEO/Managing Director) retiring from office. The Director referred to in Resolution 2 (Mr Robert Lee) is retiring in accordance with Rule 6.1(f) and, being eligible, offers himself for re-election.

**Mr Robert Lee**

BSc MBA GAICD

Non-executive director

Appointed: July 2015  
Last elected: November 2015  
Board Committees: Chair of the Audit Committee  
Member of the People & Remuneration Committee

Mr Lee was appointed to the Board in July 2015 and is an experienced company director, corporate adviser and former Executive Director of Macquarie Group Limited. During a 20-year career at Macquarie, Mr Lee held senior roles within the equity capital markets, corporate finance, private equity and principal investments divisions. He has served on the boards of numerous companies in Australia, the US and Asia and is currently a Non-executive Director of Westmead IVF and Maple-Brown Abbott Limited.

***Board Recommendation***

The Board recommends (with Mr Lee abstaining and not voting) that shareholders vote in favour of this resolution.

Dated: 6 October 2017



**Julie Ducie**  
Company Secretary



# Silex

Systems Limited  
A.B.N. 69 003 372 067

## Lodge your vote:



**Online:**

[www.investorvote.com.au](http://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](http://www.intermediaryonline.com)

**For all enquiries call:**

(within Australia) 1300 556 161  
(outside Australia) +61 3 9415 4000

## Proxy Form



### Vote and view the annual report online

- Go to [www.investorvote.com.au](http://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: 189886**

**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 9:30am (Sydney time) Wednesday 8 November 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](http://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 Silex Systems Limited hereby appoint

the Chair of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chair 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 Chair 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 Annual General Meeting of Silex Systems Limited to be held in Meeting Rooms 5 & 6, Level 1, Hilton Hotel, 488 George Street, Sydney NSW 2000 on Friday 10 November 2017 at 9:30am (Sydney time) and at any adjournment or postponement of that Meeting.

**Chair authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on **Item 1** (except where I/we have indicated a different voting intention below) even though **Item 1** is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

**Important Note:** If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on **Item 1** by marking the appropriate box in step 2 below.

## 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.

### ORDINARY BUSINESS

|  | For                      | Against                  | Abstain                  |
|--|--------------------------|--------------------------|--------------------------|
| 1 Adoption of the Remuneration Report        | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 Re-election of Mr Robert Lee as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chair 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 \_\_\_\_ / \_\_\_\_ / \_\_\_\_