



ACN 011 045 828

Notice of 2021 Annual General Meeting and Explanatory Memorandum

Date and time: Tuesday 30 November 2021 at 9.00am (Brisbane time)

Location: 13 Kurilpa Street West End Qld 4101

Indicative timetable

Key dates

Date of this Notice of Meeting	22 October 2021
Latest time and date for receipt of the proxy form (including proxies lodged online) or powers of attorney	9.00am (Brisbane time) on Sunday 28 November 2021
Time and date for determining eligibility to vote	9.00am (Brisbane time) on Monday 29 November 2021
Annual General Meeting (in person)	9.00am (Brisbane time) on Tuesday 30 November 2021

All dates in the above timetable are indicative only and are subject to change. The Company may vary any or all of these dates and times and will provide reasonable notice of any such variation. Any changes will be announced by the Company to ASX and published on the Company's website at www.sivcapital.com.au.

Notice of Annual General Meeting

SIV Capital Limited ACN 011 045 828

Notice is hereby given that the Annual General Meeting of SIV Capital Limited ACN 011 045 828 (**Company** or **SIV Capital**) will be held at:

Location	13 Kurilpa Street, West End, QLD 4101
Date	Tuesday 30 November 2021
Time	9.00 am (Brisbane time)
Format	In person (not virtual) and to be held in accordance with appropriate protocols given recent and current circumstances (in particular social distancing requirements).

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 2021.

Resolution 1 – Adoption of remuneration report

To consider and, if in favour, to pass the following resolution as an ordinary 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 2021 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, details of whose remuneration are included in the remuneration report or their closely related parties. Refer to the notes below for further information.

Resolution 2 – Re-election of Mr Allan English

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, Allan English, who retires by rotation, and being eligible, be re-elected as a Director of the Company.'

General business

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

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

Date 22 October 2021

By order of the Board



Donald Mackenzie
Company Secretary

Notes

Voting exclusion statement

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, including resolution 1, 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.

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

Voting

The Company has determined, that Shareholders who are on the Company's register at 9.00am (Brisbane time) on Monday 29 November 2021 will be taken, for the purposes of the Annual General Meeting, to be entitled to attend and vote at the Meeting.

Proxies

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.

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.

A proxy need not be a Shareholder of the Company.

The Chair intends to vote all undirected proxies **for** the resolutions set out in the Notice.

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 9.00am (Brisbane time) on Sunday 28 November 2021, either:

- (a) in person at BoardRoom Pty Limited, Level 12, 225 George Street, Sydney, NSW;
- (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

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. If you require an additional proxy form, the Company's share registry will supply it on request.

Body corporate representative

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.

Responsibility for information

The information contained in this Notice of Meeting and Explanatory Memorandum has been prepared by the Company and is the responsibility of the Company. ASX takes no responsibility for the contents of this Notice of Meeting and Explanatory Memorandum.

Capitalised terms

Capitalised terms used in this Notice of Meeting and the Explanatory Memorandum have the meanings given in the Definitions section of the Explanatory Memorandum.

Foreign jurisdictions

The release, publication or distribution of this Notice of Meeting and Explanatory Memorandum in jurisdictions other than Australia may be restricted by law or regulation in such other jurisdictions and persons outside of Australia who come into possession of this Notice of Meeting and Explanatory Memorandum should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable laws or regulations.

This Notice of Meeting and Explanatory Memorandum has been prepared in accordance with the laws of the Commonwealth of Australia and the information contained in this Notice of Meeting and Explanatory Memorandum may not be the same as that which would have been disclosed if this Notice of Meeting and Explanatory Memorandum had been prepared in accordance with the laws and regulations of a jurisdiction outside of Australia.

Explanatory Memorandum

SIV Capital 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 13 Kurilpa Street, West End, QLD 4101 on Tuesday 30 November 2021 at 9.00am (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 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 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 the Company's annual report for the year ended 30 June 2021.

Any written questions must be submitted to the Company's share registry by 5.00pm on Tuesday 23 November 2021 using the shareholder identified form accompanying this Notice. Please send any written questions to:

Email: enquiries@boardroomlimited.com.au

Fax: +61 2 9290 9655

Post: Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001

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

Resolution 1 – Adoption of 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 is **not binding** on the Directors or the Company.

The Remuneration Report is set out on pages 7 to 8 of the 2021 Director's Report (contained in the Company's Annual Report lodged with ASX on 24 August 2021) and on the Company's website at www.sivcapital.com.au.

The Remuneration Report:

- (a) explains the Board's policies in relation to the nature and level of remuneration paid to Key Management Personnel within the Company;
- (b) discusses the link between the Board's policies and the Company'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 – Allan English

The ASX Listing Rules and the Company's Constitution prescribe a process by which Directors regularly retire from office. Retiring Directors may offer themselves for election or re-election.

The Board has undertaken a review of the performance of Allan and the contribution which he has made to the Board together with the skills and expertise which he provides to the Board and the Company. Allan was last elected as a Director at the Company's 2017 Annual General Meeting.

Having retired by rotation in accordance with rule 19.3 of the Constitution, and being eligible, Allan English offers himself for re-election.

Biographical notes

Allan is the founder of SIV Capital Limited (formerly Silver Chef Limited). He was the Company's Managing Director from 1986 to 2010 and was appointed as Non-Executive Chairman in June 2010. Allan was reappointed as Executive Chairman from February 2014 until November 2016, when he resumed the Non-Executive Chairman position. Allan resigned as Non-Executive Chairman in November 2019 and remains a Non-Executive Director. Allan is a member of the Audit and Risk Management Committee.

Allan's career has been in the hospitality and rental industries, specialising in equipment sales and service. He is a director of The English Family Foundation and World Tree, and currently sits on the QUT Australian Centre for Philanthropy and Nonprofit Studies Advisory Board.

Recommendation

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

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, who will also be the chairman of the Meeting.
Company or Silver Chef	means SIV Capital Limited ACN 011 045 828.
Constitution	means the constitution of the Company.
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.
Key Management Personnel or KMP	means key management personnel as defined in the Corporations Act.
Notice of Meeting or Notice	means this notice of Annual General Meeting and includes reference to the Explanatory Memorandum.
Share	means a fully paid ordinary share in the Company.
Shareholder	means a holder of one or more Shares.

Interpretation

In this Notice of Meeting and Explanatory Memorandum, unless the context otherwise appears:

- (a) words and phrases have the same meaning (if any) given to them in the Corporations Act;
- (b) words importing a gender include any gender;
- (c) words importing the singular include the plural and vice versa;
- (d) an expression importing a natural person includes any company, partnership, joint venture, association, corporation or other body corporate and vice versa;
- (e) a reference to a Section or attachment is a reference to a section of and an attachment to this Notice of Meeting and Explanatory Memorandum as relevant;
- (f) a reference to any statute, regulation, proclamation, ordinance or by law includes all statutes, regulations, proclamations, ordinances, or by laws amending, varying, consolidating or replacing it and a reference to a statute includes all regulations, proclamations, ordinances and by laws issued under that statute;
- (g) headings and bold type are for convenience only and do not affect the interpretation of this Notice of Meeting and Explanatory Memorandum;
- (h) a reference to time is a reference to the time in Brisbane, Australia;

- (i) a reference to writing includes facsimile transmissions; and
- (j) a reference to dollars, \$, A\$, cents, ¢ and currency is a reference to the lawful currency of the Commonwealth of Australia.

All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 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 9:00am (Brisbane time) on Sunday, 28 November 2021.**

📱 TO VOTE ONLINE

STEP 1: VISIT <https://www.votingonline.com.au/sivagm2021>

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

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 securityholder 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:

- 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.
- 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 **9:00am (Brisbane time) on Sunday, 28 November 2021.** 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:

- 💻 **Online** <https://www.votingonline.com.au/sivagm2021>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia
- 💻 **By email** enquiries@boardroomlimited.com.au

Attending the Meeting

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

☐**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 **SIV Capital 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 securityholder) 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 **13 Kurilpa Street, West End QLD 4101 on Tuesday 30 November 2021 at 9:00am (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.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

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	Adoption of the Remuneration Report	☐	☐	☐
Resolution 2	Re-election of Mr Allan English	☐	☐	☐

STEP 3 SIGNATURE OF SECURITYHOLDERS

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 / / 2021