

# Notice of 2015 Annual General Meeting

PaperlinX Limited ABN 70 005 146 350

The 2015 Annual General Meeting of PaperlinX Limited (the Company) will be held at the Computershare Conference Centre, Yarra Falls, 452 Johnston Street, Abbotsford, Victoria, Australia on Friday, 23 October 2015 at 10.00am (Melbourne time). Registration will commence at 9.30am.

## Ordinary Business

### 1. Financial Report

To receive and consider the consolidated Financial Report and the Directors' Report and Auditor's Report for the year ended 30 June 2015.

### 2. Remuneration Report

To consider and, if thought fit, pass the following resolution as an **ordinary** resolution under section 250R(2) of the *Corporations Act 2001* (Cth):

"That the Remuneration Report for the year ended 30 June 2015 be adopted."

The vote on this resolution is advisory only and does not bind the Directors or the Company.

### 3. Retirement and re-election of Director, Mr Robert Kaye

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

"That Mr Robert Kaye, who retires in accordance with rule 3.6 of the Company's constitution, and being eligible, offers himself for re-election as a Director, be re-elected as a Director of the Company."

## Special Business

### 4. Change of Company Name

To consider and, if thought fit, to pass the following resolution as a **special** resolution:

"That for the purpose of section 157(1) of the *Corporations Act 2001* (Cth) and for all other purposes, the Company's name be changed from PaperlinX Limited to Spicers Limited and that, for the purpose of section 136(2) of the *Corporations Act* and for all other purposes, all references to PaperlinX Limited in the Company's constitution be replaced with references to Spicers Limited."

## Voting Exclusions

### Item 2 – Remuneration Report

The *Corporations Act 2001* (Cth) (*Corporations Act*) imposes restrictions on "Key Management Personnel" (as defined in the *Corporations Act*) of the Company (whose remuneration details are included in the Remuneration Report) and their closely related parties (also as defined in the *Corporations Act*) voting in any capacity (e.g. as a shareholder, proxy, attorney or corporate representative) on Item 2. These restrictions do not apply if the person has been appointed as a proxy by writing that specifies how the proxy is to vote on Item 2, provided that the person who appointed the proxy is not a person subject to the prohibition. The Remuneration Report identifies the Company's Key Management Personnel for the financial year 30 June 2015.

In addition, the restrictions do not apply to the Chairman of the Meeting ("Chairman") as proxy where the proxy appointment expressly authorises the Chairman to exercise an undirected proxy as the Chairman sees fit even if the resolution is connected directly or indirectly with the remuneration of a KMP.

The Chairman intends to vote undirected proxies (where the Chairman has been appropriately authorised) in favour of Item 2. Other Directors and other Key Management Personnel of the Company and their closely related parties must not cast any votes in respect of Item 2 that arise from any undirected proxy that they hold.

## Undirected Proxies

Where the Chairman is appointed proxy, the Chairman intends to vote undirected proxies (where the Chairman has been appropriately authorised) in accordance with the shareholder's directions as specified in the proxy form or in the absence of a direction and where permitted, in favour of all the resolutions in the Notice of 2015 Annual General Meeting.

In exceptional circumstances, the Chairman may change his voting intention on any resolution before the Meeting, in which case an ASX announcement will be made.

# Information for Shareholders

## Attendance at the Meeting and questions in advance

If you are planning to attend the Meeting, please bring the proxy form with you and arrive prior to the 10.00am start time for the Meeting to facilitate registration. Recording of the proceeding is not permitted unless authorised by the Company.

In addition to being given a reasonable opportunity to ask questions at the Meeting, shareholders are invited to submit questions in advance of the Meeting. They may be submitted in writing to the Company's address at 155 Logis Boulevard, Dandenong South, Victoria 3175, Australia, or through the Contact Us enquiry form on the Company's website at [www.paperlinx.com](http://www.paperlinx.com).

## Annual Report

You may request a printed copy of the 2015 Annual Report from the Company's Share Registrar, Computershare, if you previously have not elected to receive one. Alternatively, you can download the Annual Report from the Company's website at [www.paperlinx.com](http://www.paperlinx.com).

## Voting entitlement

For the purpose of voting at the Meeting, the Directors have determined that those persons who are the registered holders of ordinary shares in the Company at 7.00pm (Melbourne time) on Wednesday, 21 October 2015 will be treated as shareholders of the Company.

## Appointment of proxies

A proxy form accompanies this Notice of Annual General Meeting.

A shareholder entitled to attend and vote at the Meeting is entitled to appoint not more than two proxies. A proxy need not be a shareholder of the Company.

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

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

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

## Lodgement of proxy form

To be effective, the proxy form and any authority under which the form is signed, must be received by Computershare prior to 10.00am (Melbourne time) on Wednesday, 21 October 2015. Proxy forms must be returned:

- by mail in the enclosed envelope provided or by hand to Computershare at 452 Johnston Street, Abbotsford, Victoria 3067, Australia;
- by fax, to the Share Registry on 1800 783 447 (within Australia) or +61 (0) 3 9473 2555 (outside Australia);
- electronically, via the electronic proxy lodgement platform at [www.investorvote.com.au](http://www.investorvote.com.au) by following the instructions provided; or
- electronically, via your mobile device by scanning the QR code that is on the proxy form.

For custodians who are subscribers to the Intermediary Online, please go to [www.intermediaryonline.com](http://www.intermediaryonline.com) to lodge your voting intentions.

Computershare's contact telephone number is 1300 662 058 (within Australia) and +61 (0) 3 9415 4021 (outside Australia) should you need to contact them.

## Voting by attorney

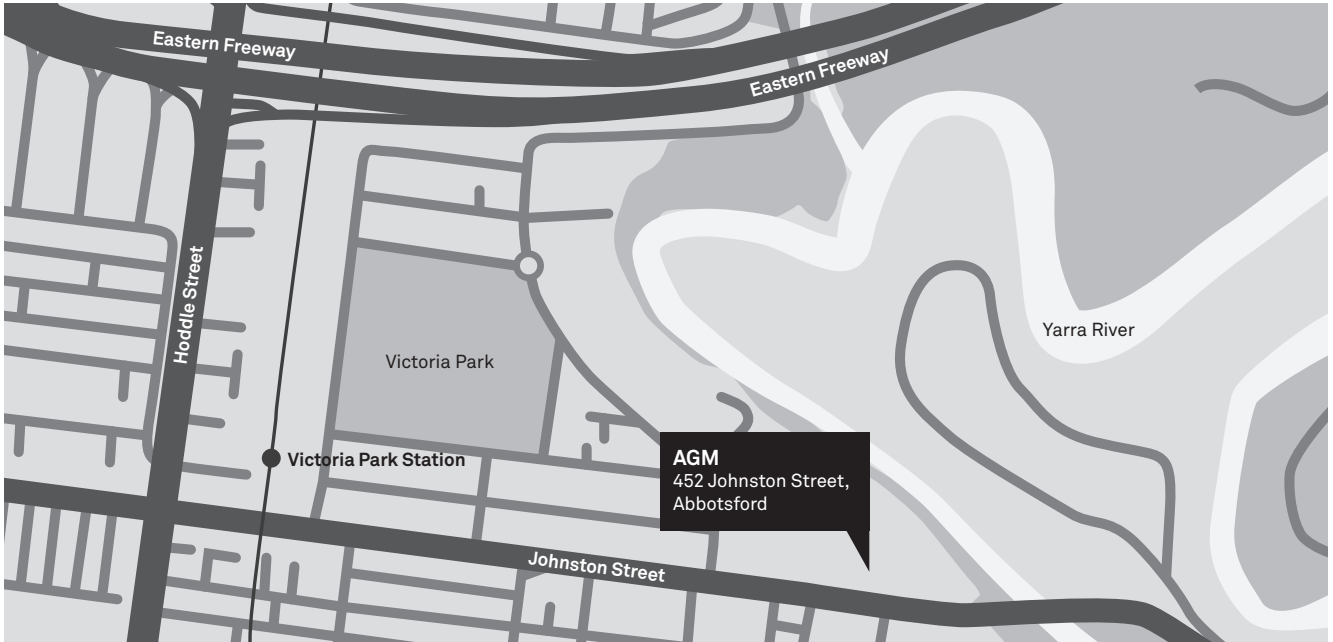
A shareholder may appoint an attorney to vote on his/her behalf. For an appointment to be effective for the Meeting, the instrument effecting the appointment (or a certified copy of it) must be received by Computershare at the address listed above for the receipt of proxy appointments by no later than 10.00am (Melbourne time) on Wednesday, 21 October 2015.

## Corporate representatives

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

## Explanatory Notes

The Explanatory Notes accompanying this Notice of Annual General Meeting should be read together with, and form part of, this Notice.



## How to get to the AGM

### Location

Yarra Falls, 452 Johnston Street,  
Abbotsford, Victoria 3067.  
Entrance is via the Conference Centre.  
Melways Map Reference 2D – B8.

### Getting there

#### By Train

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

#### By Bus

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

#### By Car

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

### Share Registry

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

Telephone: 1300 662 058 (within Australia)  
and +61 (0) 3 9415 4021 (outside Australia)  
Facsimile: +61 (0) 3 9473 2500  
Website: [www.computershare.com.au](http://www.computershare.com.au)

By Order of the Board,

A handwritten signature in black ink, appearing to read 'Wayne Johnston', written over a white background.

### Wayne Johnston

Company Secretary  
Melbourne  
22 September 2015

# Explanatory Notes

## Item 1 – Financial Report

The consolidated Financial Report for the year ended 30 June 2015 and the Directors' Report and Auditor's Report are set out in the Company's 2015 Annual Report. No vote will be taken on these.

Copies of the 2015 Annual Report will be available at the Meeting. You may request a printed copy of the Annual Report from the Company's Share Registrar, Computershare, if you previously have not elected to receive one. Alternatively, you can download the Annual Report from ASX's website at [www.asx.com.au](http://www.asx.com.au) or the Company's website at [www.paperlinx.com](http://www.paperlinx.com).

## Item 2 – Remuneration Report

The Corporations Act requires a non-binding ordinary resolution to be put to shareholders for the adoption of the Remuneration Report.

The Remuneration Report is set out in the Company's 2015 Annual Report.

The shareholder vote on Item 2 is advisory only and will not bind the Directors or the Company. The vote will however be taken into consideration in determining the future remuneration policy for Directors and executives.

## Directors' Recommendation

The Directors unanimously recommend that shareholders vote in favour of Item 2.

## Voting Exclusion Statement

Please refer above in relation to the voting restrictions and exclusions in relation to this Item 2.

The Chairman of the meeting intends to vote all available proxies in favour of Item 2.

## Item 3 – Retirement and re-election of Director, Mr Robert Kaye

Rule 3.6 of the Company's Constitution provides that a Director must retire from office at the third annual general meeting after the Director was elected or last re-elected. If no Director is scheduled to retire, then one Director must retire from office to ensure that there is an election at each annual general meeting.

On the basis that no Director is scheduled to retire, Mr Kaye will retire at the Meeting and, being eligible, has offered himself for re-election. The Directors are supportive of Mr Kaye's re-election because of the skills and contributions he brings to the Board.

A profile of Mr Kaye is as follows:

### Mr Robert Kaye

#### Independent Non-executive Director

Mr Robert Kaye SC LLB (Syd), LL.M (Cambridge) (Hons)  
Chairman

Appointed a Director in September 2012 and Chairman effective 28 March 2013. Robert was admitted to legal practice in 1978 and employed as a solicitor at Allen Allen & Hemsley Solicitors. Thereafter he pursued his legal career at the NSW Bar and was appointed Senior Counsel in 2003, practicing in commercial law. He has been involved

extensively in an array of commercial matters both advisory and litigious in nature and served on a number of NSW Bar Association committees including the Professional Conduct Committee. He has also served as a director for various private companies. In the conduct of his practice as a barrister, he has acted for many financial institutions and commercial enterprises, both public and private and given both legal and strategic advice. He has had significant mediation experience and been involved in the successful resolution of complex commercial disputes. Currently a Director of Magontec Limited (effective 16 July 2013) and UGL Limited (effective 10 August 2015). He was appointed Director of Collins Foods Limited (effective 7 October 2014) and appointed non-executive Chairman of the Board of Collins Foods Limited (effective 25 March 2015). He is Chairman of the Nomination & Governance Committee.

## Directors' Recommendation

The Directors (excluding Mr Kaye) recommend that shareholders vote in favour of Item 3.

The Chairman of the meeting intends to vote all available proxies in favour of Item 3.

## Item 4 – Change of Company Name

In accordance with section 157(1) of the Corporations Act, if a company wants to change its name, it must pass a special resolution adopting a new name.

It is proposed that shareholders approve the Company's name being changed from PaperlinX Limited to Spicers Limited. The Board has approved this change of name subject to the approval by shareholders.

The Board considers that a change of name is appropriate so as to align the identity of the parent with the operating companies. The PaperlinX Group now comprises the Spicers' businesses in Australia, New Zealand and Asia, following the disposal or sale of the majority of PaperlinX's European operations and the sale of the Spicers Canada business during 2015.

This resolution is a special resolution and requires approval of 75 per cent or more of all votes cast by shareholders present and eligible to vote (whether in person, by proxy, by attorney or by corporate representative).

In accordance with section 157(3) of the Corporations Act, the change of name will take effect when ASIC alters the details of the Company's registration. The Spicers business name is registered and owned by the Company.

The Board will also request that ASX change the Company's ASX listing code from "PPX" to "SRS" after the change of name takes effect. The ASX listing code "SRS" has been reserved by the Company.

## Directors' Recommendation

The Directors unanimously recommend that shareholders vote in favour of Item 4.

The Chairman of the meeting intends to vote all available proxies in favour of Item 4.

**Lodge your proxy:****Online:**

www.investorvote.com.au or scan the QR code with your mobile device

**By Mail:**

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your proxy form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) www.intermediaryonline.com

**For all enquiries call:**

(within Australia) 1300 662 058  
(outside Australia) +61 3 9415 4021

**Proxy Form****Appoint your proxy and view the notice of meeting and 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 appoint your proxy:**

**Control Number: 999999**

**SRN/HIN: I9999999999 PIN: 99999**

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



**For your proxy appointment to be effective, your proxy lodgement must be received by  
10.00am (Melbourne time) Wednesday, 21 October 2015**

**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 in respect of an item, your proxy may vote or abstain as they choose on that item (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 or email [contact@paperlinx.com.au](mailto:contact@paperlinx.com.au).

**GO ONLINE TO LODGE YOUR PROXY,  
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.



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I ND

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of PaperlinX Limited hereby appoint

 the Chairman of the Meeting **OR** 

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of PaperlinX Limited to be held at the Computershare Conference Centre, Yarra Falls, 452 Johnston Street, Abbotsford, Victoria 3067, Australia on Friday, 23 October 2015 at 10.00am (Melbourne time) and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 2 (except where I/we have indicated a different voting intention below) even though Item 2 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 2 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

	For	Against	Abstain
Item 2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Re-election of Mr Robert Kaye as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### SPECIAL BUSINESS

Item 4 Change of Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his voting intention on any resolution before the Meeting, 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

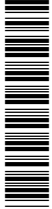
Contact Name

Contact Daytime Telephone

Date / /

22 September 2015

PaperlinX Limited ABN 70 005 146 350  
Share Registry  
Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia  
Enquiries (within Australia) 1300 662 058  
(outside Australia) +61 3 9415 4021  
Facsimile (within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555  
[www.computershare.com.au](http://www.computershare.com.au)



Dear Shareholder

On behalf of the Board of PaperlinX Limited, I invite you to attend the 2015 Annual General Meeting ('AGM') of PaperlinX Limited.

The AGM is scheduled to be held on Friday, 23 October 2015 at 10.00am (Melbourne time) at the Computershare Conference Centre, Yarra Falls, 452 Johnston Street, Abbotsford, Victoria 3067. Enclosed is the Notice of Meeting, which sets out the items of business and venue details.

Registration will commence at 9:30am. Please bring this letter and proxy form with you to facilitate registration. If you are unable to attend the meeting, we encourage you to lodge your proxy online at [www.investorvote.com.au](http://www.investorvote.com.au). Alternatively, you can complete the attached proxy form. To be valid, the proxy form must be returned in the envelope provided or by hand at 452 Johnston Street, Abbotsford, Victoria 3067, Australia or by facsimile (within Australia) 1800 783 447 and (outside Australia) +61 3 9473 2555. The completed proxy form must be received by no later than 10.00am (Melbourne time) on Wednesday, 21 October 2015.

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

Shareholders are invited to submit questions to the Company in advance of the meeting. Questions may be submitted in writing or through the Contact Us enquiry form on the PaperlinX website: [www.paperlinx.com](http://www.paperlinx.com).

The Annual Report can be accessed and downloaded from the PaperlinX website at [www.paperlinx.com](http://www.paperlinx.com).

If you would prefer to receive future communications via email, please go to [www.investorcentre.com/contact](http://www.investorcentre.com/contact). Alternatively call Computershare on 1300 662 058 (within Australia) or +61 3 9415 4021 (outside Australia).

We look forward to your attendance at the meeting.

Yours sincerely

**Robert Kaye**  
**Chairman**  
encl.