



ACN 011 045 828

Notice of 2023 Annual General Meeting and Explanatory Statement

Date and time: Monday 25 September 2023 at 9.00am (Brisbane time)

Location: 13 Kurilpa Street West End Qld 4101

Method of meeting: in person

Indicative timetable

Key dates

Date of this Notice of Meeting	Friday 25 August 2023
Latest time and date for receipt of the proxy form (including proxies lodged online) or powers of attorney	9.00am (Brisbane time) on Saturday 23 September 2023
Time and date for determining eligibility to vote	9.00am (Brisbane time) on Saturday 23 September 2023
Annual General Meeting (in person)	9.00am (Brisbane time) on Monday 25 September 2023

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

Location	13 Kurilpa Street, West End, QLD 4101
Date	Monday 25 September 2023
Time	9.00 am (Brisbane time)
Format	In person (not virtual) and to be held in accordance with appropriate protocols

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 2023.

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 2023 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 Bede King

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

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

Note: Information about the candidate appears in the explanatory statement

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 Statement.

Date 25 August 2023

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 Friday 22 September 2023 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 Saturday 23 September 2023, either:

- (a) in person at BoardRoom Pty Limited, Level 8, 210 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 in the prescribed form available on the Boardroom's website.

Responsibility for information

The information contained in this Notice of Meeting and Explanatory Statement 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 Statement.

Capitalised terms

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

Foreign jurisdictions

The release, publication or distribution of this Notice of Meeting and Explanatory Statement 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 Statement 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 Statement has been prepared in accordance with the laws of the Commonwealth of Australia and the information contained in this Notice of Meeting and Explanatory Statement may not be the same as that which would have been disclosed if this Notice of Meeting and Explanatory Statement had it been prepared in accordance with the laws and regulations of a jurisdiction outside of Australia.

Explanatory Statement

SIV Capital Limited ACN 011 045 828

Introduction

This Explanatory Statement 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 Monday 25 September 2023 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 2023.

Any written questions must be submitted to the Company's share registry by 5.00pm on Friday 15 September 2023 using the shareholder identified form accompanying this Notice. Please forward 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 2023 Director's Report (contained in the Company's Annual Report lodged with ASX on Wednesday 16 August 2023) 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 – Re-election of Bede King

Background

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

The Board has undertaken a review of the performance of Bede 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. Bede was last elected as a Director at the Company's 2020 Annual General Meeting.

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

Biographical notes

Bede was appointed a Non-executive Director in March 2005 and is a member of the Audit and Risk Management Committee.

Bede is the senior partner at Tobin King Lateef, Solicitors and Notaries. Bede is a fellow of the Financial Services Institute of Australasia. Bede is Chair of Firstmac Limited as well as a director of several non-listed companies and a member of various compliance committees for property, infrastructure and equity investment funds. He is the former National Chairman of YHA Australia, having occupied that position for over 10 years and a former board member of St. Aidan's Foundation Limited, a not-for-profit organisation, and a former Trustee of the Board of Trustees of the State Public Sector Superannuation Scheme (QSuper), a former director of QSuper Limited and QInvest Limited (now part of Australian Retirement Trust).

Recommendation

The Directors (other than Bede King) 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 Statement. 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 SIV Capital	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 Statement	means the explanatory statement 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 Statement
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 Statement, 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 Statement 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 Statement;
- (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.