



Supply Network Limited

ABN 12 003 135 680

2011 NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Supply Network Limited will be held at 2.00 pm on Wednesday 23 November 2011 at 141-151 Fairfield Road Guildford NSW 2161.

ORDINARY BUSINESS

1. Financial Reports

To receive and consider the Financial Statements and the Reports of Directors and Auditors for the year ended 30 June 2011.

2. Remuneration Report

To adopt the Remuneration Report for the year ended 30 June 2011.

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

3. Election of Director

Consideration and, if thought appropriate, approval of the re-election of Mr G.J. Forsyth as a Director, who retires by rotation in accordance with the Company's Constitution, and being eligible has offered himself for re-election.

Biographical information on Mr G.J. Forsyth is set out in the explanatory notes to this notice.

SPECIAL BUSINESS

4. Amendment of Company Constitution

Consideration and, if thought appropriate, approval of the following as a special resolution:

That the Constitution of the Company be amended as follows:

1. By replacing:

- a. "ASX Settlement and Transfer Corporation Pty Limited" in current definition of "SCH" to read "ASX Settlement Pty Limited";
- b. all instances of use of "SCH Business Rules" with "ASX Settlement Operating Rules";
- c. current definition of "SCH Business Rules" to read "means the Settlement Operating Rules of the ASX";
- d. all stand alone references to "SCH" throughout the Constitution to "ASXS".

2. By deletion of clause 10.9(b);

3. By amending clause 16.1 such that the words "the Directors may determine..." be replaced with the words "the Directors may declare..."

4. By amending clause 22.1 such that the words "the Company may give..." be replaced with the words "the Company must give..."

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2011 NOTICE OF ANNUAL GENERAL MEETING

SPECIAL BUSINESS

4. **Amendment of Company Constitution (continued)**

An explanation of the proposed resolution is set out in the explanatory notes to this notice.

A marked up version of the Constitution highlighting each proposed amendment is available from the shareholder information section of the company's website www.supplynetwork.com.

By order of the Directors

Peter Gill
Company Secretary
30 September 2011

PROXIES

Please note the following:

1. A shareholder entitled to vote is entitled to appoint a proxy to attend and vote instead of the shareholder. A suitable proxy form accompanies this Notice of Annual General Meeting.
2. The person appointed a proxy need not be a shareholder of the Company.
3. Where the shareholder is entitled to cast two or more votes, the shareholder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
4. To be effective, the instrument appointing a proxy (and the power of attorney or other authority, if any, under which it is signed or a certified copy of the power or authority) must be returned to the share registry of the Company, Computershare Investor Services Pty Limited, either :
 - by facsimile on +61 3 9473 2555
 - by post to GPO Box 242, Melbourne, VIC 3001; or
 - by delivery to Level 4, 60 Carrington Street, Sydney**not less than 48 hours prior to the meeting.**

EXPLANATORY NOTES TO NOTICE OF ANNUAL GENERAL MEETING

ORDINARY BUSINESS

Item 1: Financial Reports

The business of the meeting will include receipt and consideration of the Financial Statements of the Company and the reports of the Directors and Auditors for the year ended 30 June 2011. Shareholders are not required to vote on these reports but will be given an opportunity to raise questions on the Reports at the meeting. The Auditors will be available at the meeting to answer any questions in relation to the Auditor's Report.

Item 2: Remuneration Report

The Board submits its Remuneration Report to shareholders for consideration and adoption by way of a non-binding resolution. The Remuneration report is set out in pages 10-12 of the Annual Report.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

The Board unanimously recommends that shareholders vote in favour of adopting the Remuneration Report.

Item 3: Election of Director

Mr G.J. Forsyth retires by rotation in accordance with the Company's Constitution and, being eligible for re-election, offers himself for re-election.

Mr Forsyth was appointed as a Non-executive Director on 25 January 2006 and was appointed Chairman of the Board on 17 March 2010. He is also the Chairman of the Audit Committee and a member of the Remuneration Committee. Mr Forsyth is a Portfolio Manager with a funds management business specialising in Australian listed equities and has over 24 years experience in financial markets.

The Board unanimously recommends that shareholders vote in favour of Mr Forsyth's re-election.

SPECIAL BUSINESS

Item 4: Amendment of Company Constitution

Shareholder approval is sought for the amendment of the Constitution of the Company.

The current constitution of the company was adopted in 2002 and since there have been a number of changes to the Corporations Act and ASX Listing rules. The Board believes the Constitution should be brought up to date with current provisions of the Corporation Act and the Listing Rules of the ASX.

To assist shareholders, a marked up version of the Constitution highlighting each proposed amendment is available in the shareholder information section of the Company's website www.supplynetwork.com.au.

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EXPLANATORY NOTES TO NOTICE OF ANNUAL GENERAL MEETING

SPECIAL BUSINESS (CONTINUED)

Item 4: Amendment of Company Constitution (continued)

If the special resolution is passed the Constitution will be amended by:

1. Amending the definitions of "SCH" and "SCH Business Rules" as follows:
 - a. Replace "ASX Settlement and Transfer Corporation Pty Limited" in current definition of "SCH" to read "ASX Settlement Pty Limited";
 - b. Replace all instances of use of "SCH Business Rules" with "ASX Settlement Operating Rules";
 - c. Replace current definition of "SCH Business Rules" to read "means the Settlement Operating Rules of the ASX";
 - d. Replace stand alone references to "SCH" throughout the Constitution to read "ASXS".
2. Deleting clause 10.9(b) of the Constitution, which refers to section 201C(3) of the Act. This section of the Act was repealed in 2003.
3. Amending the dividend payment rules clause 16.1 of the Constitution by replacing the word "may determine" with "may declare":

*"Subject to the Corporations Act, this Constitution and the rights of persons (if any) entitled to shares with special rights to dividend, the Directors **may declare** that a dividend is payable, fix the amount and the time for payment of the dividend and authorise the payment or crediting of the dividend by the Company to, or at the direction of, each Shareholder entitled to that dividend."*

4. Amending clause 22.1 of the Constitution by replacing the words "may give" with "must give":


*"If the Directors determine that a Shareholder is a Small Holding Shareholder or a New Small Holding Shareholder, the Company **must give** the Shareholder a Divestment Notice to notify the Shareholder...that the Company intends to sell the Relevant Shares..."*


If the special resolution is passed the amendments will become effective immediately following the Annual General Meeting.

The Board unanimously recommends that shareholders vote in favour of the Amendment of Company Constitution.



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ABN 12 003 135 680

 **Online:**
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

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000



Proxy Form



Vote online or view the annual report, 24 hours a day, 7 days a week:

www.investorvote.com.au

- Cast your proxy vote**
- Access the annual report**
- Review and update your securityholding**

Your secure access information is:

Control Number: 999999

SRN/HIN: 1999999999

PIN: 99999



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 2:00pm (AEDT) on Monday, 21 November 2011**

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 as they choose. 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.

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.computershare.com.

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.



I 9999999999

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 Supply Network 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, as the proxy sees fit) at the Annual General Meeting of Supply Network Limited to be held at 141-151 Fairfield Road Guildford NSW 2161 on Wednesday 23 November 2011 at 2:00pm and at any adjournment of that meeting.

Important for Item 2 - If the Chairman of the Meeting is your proxy or is appointed as your proxy by default

By marking this box, you are directing the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Item 2 as set out below and in the Notice of Meeting. If you do not mark this box, and you have not directed your proxy how to vote on Item 2, the Chairman of the Meeting will not cast your votes on Item 2 and your votes will not be counted in computing the required majority if a poll is called on this item. If you appoint the Chairman of the Meeting as your proxy you can direct the Chairman how to vote by either marking the boxes in Step 2 below (for example if you wish to vote against or abstain from voting) or by marking this box (in which case the Chairman of the Meeting will vote in favour of Item 2).

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

I/We direct the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Item 2 (except where I/we have indicated a different voting intention below) and acknowledge that the Chairman of the Meeting may exercise my proxy even though Item 2 is connected directly or indirectly with the remuneration of a member of key management personnel.

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
2	That the remuneration report is adopted	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	To re-elect Mr G.J. Forsyth as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Amendment of Company Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

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 / / _____