



**SDI Limited**  
A.B.N. 27 008 075 581

## **NOTICE OF ANNUAL GENERAL MEETING**

Dear Shareholder,

**Notice is hereby given** that the Annual General Meeting (**AGM**) of SDI Limited (**SDI or the Company**) will be held at 10.30 am (Melbourne time) on Friday, 24 November 2023 as a virtual meeting at <https://meetings.linkgroup.com/SDI23>

The online platform will provide a reasonable opportunity for shareholders to participate virtually, vote and ask questions. Further information on how to do this is set out in this Notice and the Virtual Meeting Online Guide available on the company's website at [www.sdi.com.au/au/company/investor-information](http://www.sdi.com.au/au/company/investor-information), and lodged with the ASX.

### **ITEMS FOR APPROVAL**

The business of the meeting will include a review of the Company's FY23 performance and a business update. It will also consider the following items of business as outlined in the Notice of Meeting:

Resolution 1: Re-election of Mr. Cameron Allen.

Resolution 2: Re-election of Mr. Jeffery Cheetham.

Resolution 3: Remuneration Report

### **HOW TO PARTICIPATE**

We encourage shareholders to submit written questions and vote by appointing a proxy and directing that proxy how to vote, prior to the meeting by visiting <https://investorcentre.linkgroup.com> and voting electronically. Additional instructions are set out in the Notice of Meeting.

Shareholders can register from 10:00am (Melbourne time) via the live webcast where you may vote and ask questions. To log in, you will need your holder identifier (SRN or HIN) and postcode.

By Order of the Board

J.J. SLAVIERO  
Company Secretary  
Dated: 23 October 2023



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The Explanatory Notes accompanying this Notice of Meeting provide additional information on the matters to be considered at the AGM. The Explanatory Notes and the proxy form are part of this Notice of Meeting.

### **A. CONSIDERATION OF REPORTS**

To receive and consider the Company's Financial Report, the Directors' Report, and the Independent Auditor's Report of the Company in respect of the financial year ended 30 June 2023.

There is no vote on this item.

Unless the Company's Share Registry has been notified otherwise, shareholders have not been sent a hard copy of the Annual Report. All shareholders can view the Annual Report which contains the Financial Report for the year ended 30 June 2023 on the Company's website at [www.sdi.com.au/au/company/investor-information](http://www.sdi.com.au/au/company/investor-information).

### **B. QUESTIONS AND COMMENTS**

Following consideration of the Reports, the Chairman will give shareholders a reasonable opportunity to ask questions about or comment on the management of the Company.

The Chairman will also give shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- a) the conduct of the audit;
- b) the preparation and content of the Independent Auditor's Report;
- c) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- d) the independence of the Auditor in relation to the conduct of the audit.

The Chairman will also give the Auditor a reasonable opportunity to answer written questions submitted by shareholders that are relevant to the content of the Independent Auditor's Report or the conduct of the audit. A list of written questions submitted by shareholders will be made available at the start of the AGM and any written answers tabled by the Auditor at the AGM will be made available as soon as practicable after the meeting.

## C. ITEMS FOR APPROVAL

### **Resolution 1:** Re-election of Mr. Cameron Allen.

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

“That Mr. Cameron Allen, who retires in accordance with Clause 25.2 of the Company’s Constitution and being eligible for re-election, is re-elected as a Director of the Company.”

### **Resolution 2:** Re-election of Mr. Jeffery Cheetham.

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

“That Mr. Jeffery Cheetham, who retires in accordance with Clause 25.2 of the Company’s Constitution and being eligible for re-election, is re-elected as a Director of the Company.”

### **Resolution 3:** Remuneration Report

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

“That, the Company’s Remuneration Report for the year ended 30 June 2023 as set out in the Directors’ Report, is adopted.”

Under the Corporations Act, this resolution is advisory only and does not bind the Directors or the Company.

### Voting Exclusion Statement

A vote on Resolution 3 must not be cast (in any capacity) by, or on behalf of, the following persons:

- a member of the KMP whose remuneration details are included in the 2023 Remuneration Report; or
- a closely related party of such a KMP (including close family members and companies the KMP control).

However, a person described above may cast a vote on Resolution 3 as a proxy if the vote is not cast on behalf of a person described above and either:

- the proxy appointment is in writing that specifies the way the proxy is to vote (e.g. for, against, abstain) on the resolution; or
- the vote is cast by the chair of the meeting and the appointment of the chair as proxy:
  - a) does not specify the way the proxy is to vote on the resolution; and
  - b) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

“Key management personnel (KMP)” and “closely related party” have the same meaning as set out in the Corporations Act.

By Order of the Board

J.J. SLAVIERO

Company Secretary

Dated: 23 October 2023

# MEETING INFORMATION FOR SECURITYHOLDERS

## 1. ENTITLEMENT TO VOTE

It has been determined that in accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), for the purposes of the AGM, shares will be taken to be held by the persons who are the registered holders at 7:00pm (Melbourne time) on 22 November 2023. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

## 2. VOTING METHODS

### How to vote prior to the meeting

Securityholders may appoint a proxy online at <https://investorcentre.linkgroup.com> or by submitting a proxy form to the share registry. Please note that your votes need to be received by no later than 10:30am (Melbourne time) on Wednesday, 22 November 2023.

- To log in, you will need your holder identifier (SRN or HIN) and postcode.

### How to be present virtually and vote at the meeting

Securityholders will have the opportunity to be present virtually via a live webcast and will be able to vote electronically via an online platform (including lodging a vote in real time and asking questions online).

You can access the platform at <https://meetings.linkgroup.com/SDI23>

- To log in, you will need your holder identifier (SRN or HIN) and postcode.

Voting will be available when registration opens for the Meeting (10:00am on Friday, 24 November 2023) and voting closes when announced by the Chair during the meeting.

More information regarding online participation at the Meeting including how to vote and ask questions is available in the Virtual General Meeting Online Guide. The Guide is available on the Company's website at [www.sdi.com.au/au/company/investor-information](http://www.sdi.com.au/au/company/investor-information), and has been lodged with the ASX.

## 3. QUESTIONS

Shareholders will be able to submit written questions to the Company or the auditor in advance of the Meeting. Questions may be submitted online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au). Questions should be submitted no later than 10:30am (Melbourne time) on Wednesday, 22 November 2023.

The Company will endeavour to address as many of the more frequently raised relevant questions as possible during the course of the Meeting. However, there may not be sufficient time available at the Meeting to address all of the questions raised. Please note that individual responses will not be sent to shareholders.

Shareholders and proxyholders will be given an opportunity to ask questions in real-time via the online platform at <https://meetings.linkgroup.com/SDI23>

Further information regarding online participation at the meeting including how to vote and ask questions is set out in the Virtual Meeting Online Guide available on the Company's website at [www.sdi.com.au/au/company/investor-information](http://www.sdi.com.au/au/company/investor-information), which has also been lodged with ASX.

#### 4. VOTING BY PROXY

A member entitled to attend and vote at the meeting is entitled to appoint not more than two proxies to attend and vote on his/her behalf. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy at the AGM.

A member may specify the proportion or number of votes each proxy may exercise. If the member does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the shareholder's votes.

A proxy need not be a member of the Company. A proxy form is provided with this notice. To be effective, the proxy must be received by the Share Registrar of the Company no later than 10.30 am (Melbourne time) on Wednesday, 22 November 2023 (being 48 hours before the AGM). Proxies may be lodged in the following manner:

##### **Submitting your Voting Form prior to the Meetings**

**By Mail:** Link Market Services Limited  
Locked Bag A14  
SYDNEY SOUTH, NSW 1235

**By Fax:** +61 2 9287 0309

**By Hand:** Link Market Services Limited  
Parramatta Square  
Level 22, Tower 6  
10 Darcy Street  
Parramatta NSW 2150

**Online:** <https://investorcentre.linkgroup.com>

**To be valid, a proxy form must be received by the Company in the manner stipulated above. The Company reserves the right to declare invalid any proxy not received in this manner.**

##### *Voting by Attorney*

A proxy form and the original power of attorney (if any) under which the proxy form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than 10.30am (Melbourne time) on Wednesday, 22 November 2023 (being 48 hours before the AGM).

##### *Corporate Representatives*

A body corporate which is a shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the AGM. The appointment of the representative must comply with the requirements under section 250D of the *Corporations Act 2001* (Cth) (the Act). The representative should bring to the AGM a properly executed letter or other document confirming its authority to act as the company's representative. A "Certificate of Appointment of Corporate Representative" form may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).



## **Annual General Meeting – Explanatory Notes**

These Explanatory Notes have been prepared for the information of shareholders of the Company in relation to the business to be conducted at the Company's AGM to be held on Friday, 24 November 2023.

The purpose of the Explanatory Notes is to provide shareholders with information that is reasonably required by shareholders to decide how to vote upon the resolutions.

Subject to the abstentions noted below, the Directors unanimously recommend Shareholders vote in favour of all Resolutions. The Chairman of the Meeting intends to vote all available undirected proxies in favour of each resolution.

Resolutions 1 and 2 are ordinary resolutions, which require a simple majority of votes cast by shareholders present and entitled to vote on the resolution. Resolution 3, relating to the Remuneration Report, is advisory and does not bind the Directors or the Company.

### **Resolution 1 – Re-election of Mr. Cameron Allen**

In accordance with clause 25.2 of the Constitution, Mr. Cameron Allen retires and being eligible, offers himself for re-election as a Director. Mr. Allen is Chairman of the Audit Committee and a member of the Remuneration Committee.

Mr. Allen is currently Managing Partner of Andersen in Australia, a member of Andersen Global. Prior to Andersen, Mr. Allen was a tax partner at Deloitte Touche Tohmatsu, as well as holding a senior role at Ernst & Young. He has over 25 years' experience in advising large and small corporate organisations on domestic and international taxation and 'best practice' processes.

Mr. Allen holds a Master of Taxation (University of Melbourne), Bachelor of Business (Accounting) (Deakin University), Chartered Tax Adviser, Member of The Tax Institute (Australia) and a member of the Institute of Public Accountants (Australia).

*The Directors, with Mr. Allen abstaining, recommend that shareholders vote in favour of this Resolution.*

### **Resolution 2 – Re-election of Mr. Jeffery Cheetham**

In accordance with clause 25.2 of the Constitution, Mr. Jeffery Cheetham retires and being eligible, offers himself for re-election as a Director. Mr. Cheetham founded the Company in 1972 and has served as the Managing Director to 2016 and Chairman since 2017. Mr. Cheetham is also a member of the Audit Committee and Remuneration Committee.

Mr. Cheetham retired from the position of Managing Director on 1 July 2016 and continued in the role as Executive Chairman until 1 July 2017. Since this date Mr. Cheetham has occupied the role of non-executive Chairman.

Over the years Mr. Cheetham has driven the development of an extensive product range which is exported to over 100 countries. He has developed a world class dental manufacturing and product development company that has an extensive global distribution network.

*The Directors, with Mr. Cheetham abstaining, recommend that shareholders vote in favour of this Resolution.*

## **Resolution 3 – Remuneration Report**

Section 250R(2) of the Corporations Act 2001 (Cth) (the Act) requires that the section of the Directors' Report dealing with the remuneration of directors and key management personnel (KMP) of the Company (Remuneration Report) be put to the vote of shareholders for adoption by way of a non-binding vote.

Broadly, the Remuneration Report details the remuneration policy for the Company and:

- explains the structure of and rationale behind the Company's remuneration practices and the link between the remuneration of executives and the Company's performance;
- sets out remuneration details for each Director and for each executive with authority and responsibility for directing the affairs of the Company; and
- discusses the relationship between the policy and Company performance.

Shareholders can view the full Remuneration Report in the Annual Report which is available on the Company's website at [www.sdi.com.au/au/company/investor-information](http://www.sdi.com.au/au/company/investor-information).

Following consideration of the Remuneration Report, the Chairman of the Meeting will give shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report. A resolution that the Remuneration Report be adopted will then be put to the vote. The vote on this resolution is advisory only and does not bind the Directors of the Company. However, the Board will take the outcome of the vote into account in setting remuneration policy for future years.

### **Why you should vote in favour of Resolution 3**

The Remuneration Committee has structured an executive remuneration framework based on external remuneration reports that is market competitive and complementary to the reward strategy of the Company. Based on this data the Committee has determined that the framework is both fair and reasonable to reward and retain its high performing executives. Additionally, the framework seeks to enhance executives' interests by rewarding capabilities, experience, and contribution to growth in shareholder wealth. The Company's remuneration policy includes a fixed element to remuneration and an "at-risk" short-term incentive (STI) and long-term incentive (LTI) dependent upon performance of the Company and the executives achieving their KPI's.

The following principles are followed by the Remuneration Committee:


- Pay competitive rewards to attract and retain high quality executives, having regard for the following:
  - capabilities and experience;
  - competitive by market standards;
  - reward executives for achieving Company and business targets; and
  - align the interests of the executive with those of shareholders.
- Remuneration paid to the executive group should reflect industry and market conditions.
- Remuneration paid to the executive group needs to include some 'at-risk' component to align with market best practice.
- Exceptional performance-based remuneration will be available and paid by exception and at the discretion of the Board.
- Performance measures associated with incentives should be challenging and achievable, with KPIs that are linked to factors over which the executive has control, but which are not easily manipulated.

The Board is satisfied that the executives are remunerated adequately according to performance, position responsibilities and market rates.

*The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to this Resolution.*


## LODGE YOUR VOTE

 **ONLINE**  
<https://investorcentre.linkgroup.com>

 **BY MAIL**  
SDI Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia

 **BY FAX**  
+61 2 9287 0309

 **BY HAND**  
Link Market Services Limited  
Parramatta Square, Level 22, Tower 6,  
10 Darcy Street, Parramatta NSW 2150

 **ALL ENQUIRIES TO**  
Telephone: 1300 554 474      Overseas: +61 1300 554 474



X99999999999

## PROXY FORM

I/We being a member(s) of SDI Limited and entitled to participate in and vote hereby appoint:

## APPOINT A PROXY

the Chairman of the Meeting (mark box)

**OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:30am (Melbourne time) on Friday, 24 November 2023 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://meetings.linkgroup.com/SDI23> (refer to details in the Virtual Meeting Online Guide).

**Important for Resolution 3:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 3, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

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

## VOTING DIRECTIONS

**Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.**

**Please read the voting instructions overleaf before marking any boxes with an .**

## Resolutions

For    Against    Abstain\*

1 Re-election of Mr. Cameron Allen

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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2 Re-election of Mr. Jeffery Cheetham.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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3 Remuneration Report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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\* 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 votes will not be counted in computing the required majority on a poll.

## SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)




Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).





## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name and email of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to participate in the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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; and
- (b) return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to participate in the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:30am (Melbourne time) on Wednesday, 22 November 2023**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



#### ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



#### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

#### QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



#### BY MAIL

SDI Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
Parramatta Square  
Level 22, Tower 6  
10 Darcy Street  
Parramatta NSW 2150

\* During business hours (Monday to Friday, 9:00am–5:00pm)