



Clover Corporation Limited
ABN 85 003 622 866

ASX ANNOUNCEMENT

29 October 2014

The Manager
Company Announcements Office
ASX Limited
20 Bridge Street
SYDNEY NSW 2000

2014 ANNUAL GENERAL MEETING – NOTICE OF MEETING

Enclosed is a Notice of Meeting and Proxy Form for the 2014 Annual General Meeting of Clover Corporation Limited, which was mailed to shareholders yesterday evening.

Signed for and on behalf of Clover Corporation Limited.

Jaime Pinto
Company Secretary

NOTICE OF ANNUAL GENERAL MEETING Friday 28 November 2014

Notice is hereby given that the Annual General Meeting of Clover Corporation Limited will be held in the Smith Room at the Wesley Conference Centre, 220 Pitt Street, Sydney N.S.W. 2000 on Friday 28 November 2014 at 11:00am.

ORDINARY BUSINESS

1. Annual Report

To receive and consider the financial report and the reports of the directors and of the auditor for the year ended 31 July 2014.

2. Remuneration Report

To adopt the Remuneration Report for the year ended 31 July 2014 (ordinary resolution).

Note: Pursuant to section 250R(3) of the Corporations Act the vote on this resolution is advisory only and does not bind the Directors of the Company.

Please refer to the attached Explanatory Notes for information regarding voting by key management personnel.

3. Election of Director

To re-elect as a director Mr P R Robinson, who retires by rotation in accordance with article 16 of the Company's constitution and, being eligible, offers himself for re-election (ordinary resolution).

4. Election of Director

To re-elect as a director Ms C L Hayman, who retires by rotation in accordance with article 16 of the Company's constitution and, being eligible, offers herself for re-election (ordinary resolution).

By order of the Board

J P Pinto
Company Secretary
23 October 2014

Voting Entitlements

For the purpose of the Corporations Act, the Company has determined that all securities of the Company that are quoted securities at 7.00pm Australian Eastern Standard Time on Wednesday 26 November 2014 will be taken, for the purpose of the Meeting, to be held by the persons who held them at that time. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

PROXIES

A Member entitled to vote at the Meeting may appoint a Proxy to attend and vote in their place.



ANNUAL GENERAL MEETING EXPLANATORY NOTES

Item 1: Receive and consider the financial and other reports

This item does not require voting by shareholders. It is intended to provide an opportunity for shareholders to raise questions on the reports themselves and on the performance and management of the Company.

The auditors of the Company will be present at the meeting and will also be available to answer questions.

Item 2: Adopt the Remuneration Report for the year ended 31 July 2014 (ordinary resolution)

The Corporations Act requires that the Remuneration Report be presented to the shareholders of the Company for consideration and adoption.

The Directors' Report includes a separate and clearly identified section which contains the Remuneration Report.

The vote on this resolution is advisory only and does not bind the Directors of the Company. Shareholders will also be given a reasonable opportunity, as a whole, to ask questions about, and make comments on, the Remuneration Report.

Voting Prohibition Statement

In accordance with the Corporations Act, a vote on item 2 must not be cast (in any capacity) by or on behalf of any of the following persons:

- a) a member of the key management personnel, details of whose remuneration are included in the Remuneration Report; or
- b) a closely related party of such a member.

However, a person described above may cast a vote on item 2 if:

- the person does so as a proxy appointed by writing that specifies how the proxy is to vote on item 2; and
- The vote is not cast on behalf of a person described in subparagraphs (a) or (b) above.

The Chairman of the meeting intends to vote all proxies available to him in favour of this item of business.

Item 3: Election of Director (ordinary resolution)

Mr Peter R. Robinson, B.Com (UNSW), FAICD

Mr Robinson was appointed as a director on 14 August 1997 and has held the position of Chairman since 1 December 2002.

Mr Robinson has held both executive and non-executive directorships for a period of 30 years. Mr Robinson has over 30 years experience at general management and chief executive officer level. During this period Mr Robinson has had extensive experience in the pharmaceutical industry.

Mr Robinson joined Washington H. Soul Pattinson and Company Limited (WHSP) in 1978 and was appointed an executive director of WHSP in 1984. Mr Robinson is also non-executive Chairman of Australian Pharmaceutical Industries Limited and is a non-executive director of New Hope Corporation Limited.

The Chairman of the meeting intends to vote all proxies available to them in favour of this item of business.



ANNUAL GENERAL MEETING EXPLANATORY NOTES (continued)

Item 4: Election of Director (ordinary resolution)

Ms Cheryl L. Hayman, B.Com (Mktg)

Ms Hayman was appointed to the Board on 9 July 2008. She is chair of the nomination committee, and a member of the remuneration and audit committees.

Ms. Hayman has extensive consumer goods, packaged food and functional food industry experience including being former Marketing Director for the Baking Division of George Weston Foods (Australia/NZ) where she was largely responsible for leading the successful launch of the Hi-DHA Tip Top Up bread range.

Ms. Hayman contributes significant strategic and marketing expertise derived from a corporate career which spanned local and global organisations. Her skills include developing marketing and business strategy across diverse industry segments, driving innovation, stimulating new product development, and business planning and branding across social media platforms.

Today Ms Hayman is a professional non-executive director across public, government and not-for-profit company directorships.

The Chairman of the meeting intends to vote all proxies available to him in favour of this item of business.

Admission to meeting

Shareholders who will be attending the meeting, and who will not be appointing a proxy, are asked to bring their proxy form to the meeting to facilitate the admission process.

Shareholders who do not plan to attend the meeting are encouraged to complete and return their proxy form to Computershare Investor Services in the prepaid envelope provided. Alternatively, shareholders can return the proxy form by facsimile as detailed on the proxy form.

Questions and comments by shareholders at the meeting

A reasonable opportunity will be given to shareholders, as a whole, to ask questions about or make comments on the management of the Company at the meeting.

Similarly, a reasonable opportunity will be given to shareholders, as a whole, to ask the Company's external auditor questions relevant to:

- the conduct of the audit;
- the preparation and content of the Auditor's Report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

Shareholders may also submit a written question to the auditor if the question is relevant to:

- the content of the Auditor's Report to be considered at the meeting; or
- the conduct of the audit of the annual financial report to be considered at the meeting.

Relevant written questions to the auditor must be received no later than 5:00pm (Sydney time) on Friday 21 November 2014. A list of those relevant written questions will be made available to shareholders attending the meeting.

If written answers are tabled at the meeting, they will be made available to shareholders as soon as practicable after the meeting.

Please send any written questions for the auditor to:

Clover Corporation Limited
GPO Box 479, SYDNEY NSW 2001
or by facsimile to +61 2 9210 7099



CLOVER
CORPORATION





CLOVER
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Clover Corporation Limited
ABN 85 003 622 866

Lodge your vote:



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

┌ 000001 000 CLV
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Proxy Form

For your vote to be effective it must be received by 11:00am (AEDT) Wednesday, 26 November 2014

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 or abstain as they choose (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

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 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.

Turn over to complete the form →



View the annual report or update your securityholding, 24 hours a day, 7 days a week:

www.investorcentre.com

- Access the annual report
- Review your securityholding
- Update your securityholding

Your secure access information is:

SRN/HIN: I9999999999



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

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

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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IND

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 Clover Corporation 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 Clover Corporation Limited to be held in the Smith Room at the Wesley Conference Centre, 220 Pitt Street, Sydney N.S.W. 2000 on Friday, 28 November 2014 at 11:00am (AEDT) 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.

		For	Against	Abstain
2	To adopt the Remuneration Report for the year ended 31 July 2014	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	To re-elect Mr P R Robinson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	To re-elect Ms C L Hayman as a Director	<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. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, 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 / /



Clover Corporation Limited
ABN 85 003 622 866

All general correspondence to:
Computershare Investor Services Pty Limited
GPO Box 2975 Melbourne
Victoria 3001 Australia
Enquiries (within Australia) 1300 850 505
(outside Australia) 61 3 9415 4000
Facsimile 61 3 9473 2500
www.investorcentre.com/contact
www.computershare.com



┌ 000002 000 CLVRM
MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Clover Corporation Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

Clover Corporation Limited