



SERVCORP LIMITED

ABN 97 089 222 506

Notice of 2011 Annual General Meeting

Date: **Wednesday 16 November 2011**
Time: **5:00pm (Sydney time)**
Place: **Wilarra Room
Level 2
The Grace Hotel
77 York Street (corner of King Street)
Sydney NSW 2000**

TO BE VALID, FORMS OF PROXY FOR USE AT THE ANNUAL GENERAL
MEETING MUST BE COMPLETED AND RETURNED TO THE COMPANY
NO LATER THAN
5:00PM SYDNEY TIME ON 14 NOVEMBER 2011

Notice of 2011 Annual General Meeting

NOTICE IS HEREBY GIVEN that the twelfth Annual General Meeting of the members of Servcorp Limited ACN 089 222 506 (**Servcorp** or the **Company**) will be held at Wilarra Room, Level 2, The Grace Hotel, 77 York Street, Sydney on Wednesday 16 November 2011 at 5:00pm (Sydney time).

Business

Item 1 Financial and other reports

To receive and consider the Company's financial report, the directors' report and the auditor's report for the financial year ended 30 June 2011.

Item 2 Remuneration report

To consider and, if thought fit, to pass the following non-binding resolution:

"That the Company's remuneration report for the financial year ended 30 June 2011 be adopted."

Item 3 Re-election of directors

To consider and, if thought fit, to pass the following ordinary resolutions:

- (a) "That Mr Bruce Corlett, who retires by rotation in accordance with rule 6.1(f) of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a director of the Company."
- (b) "That Mr Taine Moufarrige, who retires by rotation in accordance with rule 6.1(f) of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a director of the Company."

Item 4 Election of director

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

"That The Hon. Mark Vaile, who was appointed as a director of the Company since the last annual general meeting, and retires in accordance with rule 6.1(e) of the Company's Constitution, be elected as a director of the Company."

Item 5 Increase the non-executive directors' total fees limit

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

"That the non-executive directors' total fees limit be increased by A\$150,000 per annum to A\$500,000 per annum."

Item 6 Other business

To transact any other business that may be legally brought forward.

An explanation of the proposed resolutions is set out in the Explanatory Memorandum which forms part of this Notice of Meeting.

By order of the Board



G L Pearce
Company Secretary

Sydney, 13 October 2011

Proxies and Voting

Determination of membership and voting entitlement

For the purpose of determining a person's entitlement to attend and vote at the meeting, a person will be recognised as a member of the Company and the holder of shares if that person is registered as a holder of those shares at 5:00 pm Sydney time on 14 November 2011, being 48 hours prior to the date of the meeting.

Votes of members

On a show of hands, each member present in person or by proxy (or, in the case of a body corporate, by a representative) at the meeting shall have one vote.

On a poll, every member present in person or by attorney or by proxy (or, in the case of a body corporate, by a representative) shall have one vote for each share held by him, her or it provided that all shares are fully paid.

Proxies

If you are entitled to attend and vote at the meeting, you can appoint a proxy to attend and vote on your behalf.

- (a) a member entitled to cast two or more votes may appoint no more than two proxies;
- (b) an instrument appointing a proxy must be in the form of the proxy form attached to this Notice of Annual General Meeting;
- (c) where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights. If a member appoints two proxies, and the appointment does not specify the proportion of the member's voting rights which each proxy may exercise, each proxy may exercise one-half of the voting rights;
- (d) a proxy need not be a member of the Company;
- (e) a proxy form may specify the manner in which the proxy is to vote in respect of a particular Resolution and, where a proxy form so provides, the proxy is not entitled to vote on the Resolution except as specified in the proxy form;
- (f) if a member appoints the Chairman of the meeting as the member's proxy and does not specify how the Chairman is to vote on an item of business, the Chairman will vote, as proxy for that member, in favour of that item (except as specified in the voting exclusions in this Notice of Annual General Meeting);
- (g) a proxy has the authority to vote on the member's behalf as he or she thinks fit, on any motion to adjourn the Meeting, or any other procedural motion, unless the member gives a direction to the contrary;
- (h) a valid proxy form will be deemed to confer authority to demand or join in demanding a poll;
- (i) to be valid, a proxy form must be signed by the member or the member's attorney or, if the member is a corporation, executed in accordance with the corporation's constitution and the Corporations Act (and may be signed on behalf of the corporation by its attorney); and
- (j) to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed (or an attested copy of it) must be received by no later than 5:00pm on 14 November 2011:

With the Company:

- in person: Servcorp Limited
Level 12 MLC Centre
19 Martin Place
SYDNEY NSW 2000

With the Company's share registry:

- in person: Boardroom Pty Limited
Level 7
207 Kent Street
SYDNEY NSW 2000
Australia

Or - by mail: Boardroom Pty Limited
GPO Box 3993
SYDNEY NSW 2001
Australia

Or - by facsimile: 1300 653 459
+61 2 9290 9655

Or - online: www.boardroomlimited.com.au/servcorpagm2011

Explanatory Memorandum

Introduction

This Explanatory Memorandum contains the information needed for Servcorp's members to consider the items in the accompanying Notice of Annual General Meeting.

This Explanatory Memorandum, as well as the Notice of Annual General Meeting should be read carefully and in their entirety.

Item 1 Financial and other reports

The financial report, directors' report and the auditor's report for Servcorp for the year ended 30 June 2011 will be laid before the meeting in accordance with the Corporations Act 2001. There is no requirement for shareholders to approve these reports.

The Chairman will allow a reasonable opportunity for members' questions and comments about the management of Servcorp.

The auditor of Servcorp will be available to take members' questions and comments about the conduct of the audit and the content of the auditor's report.

Item 2 Remuneration report

The remuneration report is included on pages 37 to 44 of the Company's 2011 annual report.

The report explains the Company's policies for determining key management personnel remuneration and the relationship between the remuneration and the Company's performance and sets out remuneration details for each director and for each member of the key management personnel.

The Corporations Act 2001 requires listed companies to put the remuneration report for each financial year to a resolution of members at their Annual General Meeting.

During this item there will be opportunity for members at the meeting to comment on and ask questions about the remuneration report.

Under the Corporations Act 2001 the vote on the proposed resolution in item 2 is advisory only and will not bind the directors or the Company. However, the Board will take the outcome of the vote and comments made by members into consideration when reviewing the remuneration practices and policies of the Company.

As a result of amendments to the Corporations Act 2001 known generally as the 'two strikes rule', if 25% or more of votes that are cast are voted against the adoption of the remuneration report at two consecutive Annual General Meetings, members will be given the opportunity to vote at the second of those Annual General Meetings on a resolution ('spill resolution') that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director) must stand for re-election.

Any undirected proxies held by the Chairman of the meeting, other directors or other key management personnel or any of their closely related parties will not be voted on Item 2. The proxy form provides for directing the chairman of the meeting how to vote at Step 1.

"Key management personnel" of the Company for the financial year ended 30 June 2011 are identified in the remuneration report. The "closely related parties" of the Company's key management personnel are defined in the Corporations Act, and include certain of their family members, dependants and companies they control.

The directors recommend that members vote in favour of this resolution.

Item 3 Re-election of directors

The Company's Constitution specifies that an election of directors must take place each year. Any director appointed by the Board since the last Annual General Meeting, and one-third of the Board (rounded down, if necessary, to the nearest whole number), excluding the Managing Director, and any other director who has held office for three or more years since they were last elected, must retire from office at each Annual General Meeting.

(a) Bruce Corlett AM, BA, LLB

Independent non-executive director

Chair

Member of Audit and Risk Committee

Member of Remuneration Committee

Mr Corlett was appointed a Director of Servcorp in October 1999.

Over the past 30 years Mr Corlett has been a director of many publicly listed companies. He has an extensive business background involving a range of industries including banking, property and maritime. His other publicly listed directorship is Chair of The Trust Company Limited.

Mr Corlett is also Chair of the Mark Tonga Perpetual Relief Trust, a Director of Lifestart Co-operative Limited and an Ambassador of the Australian Indigenous Education Foundation.

The directors (with Mr Corlett abstaining) unanimously support the re-election of Mr Corlett and recommend that members vote in favour of this resolution.

(b) Taine Moufarrige BA, LLB

Executive Director

Mr Taine Moufarrige was appointed a Director of Servcorp in November 2004.

Mr Moufarrige joined Servcorp in 1996 as a Trainee Manager. He is now responsible for operations in Australia, New Zealand, India, China and Europe and for the strategic growth of the Company in these regions.

Mr Moufarrige played a key role in establishing Servcorp locations in Europe, the Middle East, New Zealand and throughout Australia, and in India through the Company's franchise venture.

Mr Moufarrige is also responsible for the philanthropic activities of Servcorp.

Mr Taine Moufarrige has advised the directors that he is resigning as an executive of Servcorp, effective 31 December 2011. Mr Moufarrige has indicated that he wishes to remain as a director after he ceases to be an executive. The directors support Mr Moufarrige continuing as a non-executive director of the Company.

The directors (with Mr Taine Moufarrige abstaining) unanimously support the re-election of Mr Taine Moufarrige and recommend that members vote in favour of this resolution.

Item 4 Election of director

The Hon. Mark Vaile

Independent non-executive director

Member of the Remuneration Committee

The Hon. Mark Vaile was appointed a Director of Servcorp in June 2011.

Mr Vaile had a distinguished career as a Federal Parliamentarian from 1993 to 2008. Ministerial Portfolios held by Mr Vaile during his five terms in Federal Parliament include Minister for Transport and Regional Development, Minister for Agriculture, Fisheries and Forestry, Minister for Trade, and Minister for Transport and Regional Services. Mr Vaile also served as Deputy Prime Minister from July 2005 through to December 2007. He was also instrumental in securing or initiating a range of free trade agreements between Australia and the United States, Singapore, Thailand, China, Malaysia and the ASEAN countries.

Since leaving the Federal Parliament in July 2008 Mr Vaile has embarked on a career in the private sector utilising his extensive experience across a number of portfolio areas. His current directorships include Virgin Blue Holdings Limited, StamfordLand Limited and also Chair of CBD Energy Limited, Aston Resources Limited and GEMs Education Regional Board. Mr Vaile also provides corporate advice to a number of Australian companies in the international marketplace.

The directors (with the Hon. Mark Vaile abstaining) unanimously support the election of Mr Vaile and recommend that members vote in favour of this resolution.

Item 5 Increase the non-executive directors' total fees limit

In accordance with ASX Listing Rule 10.17 and Article 6.3 of the Company's Constitution, this resolution is being put to members to increase the total fees limit available for the remuneration of non-executive directors. The total fees limit includes payment of superannuation. The increase is being sought because:

- (a) The directors wish to allow for increases in fees if found appropriate, as the current fees limit level has not been increased since 1999;
- (b) Directors have increased the size of the Board this year, and wish to provide future flexibility to further increase the size of the Board, if and when considered appropriate, including for succession planning purposes; and
- (c) The directors wish to allow for future increases in fees to maintain market competitiveness and to reflect increasing demands on non-executive directors.

The Company currently has four non-executive directors. Mrs Julia King will be retiring from the Board at this annual general meeting. If members vote in favour of the resolutions at items 3 and 4, the number of non-executive directors will remain at four, as Mr Taine Moufarrige will become a non-executive director effective 1 January 2012.

Mr A G Moufarrige, Servcorp's managing director, supports the increase and recommends that members vote in favour of this resolution.

As each non-executive director has an interest in this matter, the non-executive directors do not believe it is appropriate that they make a recommendation to members in relation to voting on this resolution.

Voting exclusion statements

Item 2

The Corporations Act 2001 prohibits any votes being cast on Resolution 2 by or on behalf of a person who is disclosed in the remuneration report as a member of the key management personnel of the Company (which includes the directors and the Chairman) or a closely related party of that member. A closely related party is defined in the Corporations Act 2001 and includes certain family members, dependants and companies controlled by the key management personnel. However, such a person may cast a vote on Resolution 2 if they do so as a proxy for a person who is permitted to vote, in accordance with a direction on the Proxy Form.

If you appoint as your proxy the Chairman of the meeting, he will only vote your proxy on item 2 if you direct him to vote.

- (a) by marking the last box in Step 1 on the voting form, in which case the Chairman will vote "For" the resolution on your behalf, or otherwise
- (b) marking either "For", "Against" or "Abstain" in Step 2 Item 2.

If you appoint as your proxy any other director of the Company, any other of its key management personnel or any of their closely related parties (as that term is defined in the Corporations Act 2001, which includes certain of their family members, dependants and companies they control) and you do not direct that person to vote, that person will not vote your proxy on that item of business.

Item 5

In accordance with the ASX Listing Rules, the Company will disregard any votes cast on Resolution 5:

- (a) by any director; and/or
- (b) by any associate of a director.

In accordance with the ASX Listing Rules, the Company need not disregard any such vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the Chairman of the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy to vote as the proxy decides.

Further, in accordance with the Corporations Act 2001, a Prohibited Voter may not vote as a proxy on resolutions if the appointment does not specify how the proxy is to vote. However, the Chairman of the meeting can vote undirected proxies, provided the proxy expressly authorises the Chairman to do so.

Name and Address

FOR ALL ENQUIRIES CALL:
(within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

FACSIMILE
+61 2 9290 9655

ALL CORRESPONDENCE TO:
Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001
Australia

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction on the form. Securityholders sponsored by a broker should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

YOUR VOTE IS IMPORTANT

FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECORDED BEFORE 5:00 pm
MONDAY 14 NOVEMBER 2011

TO VOTE ONLINE

Reference Number: <HIN/SRN>



STEP 1 : VISIT www.boardroomlimited.com.au/vote/servcorpagm2011

STEP 2: Enter your holding/Investment type

STEP 3: Enter your Reference Number and VAC: <VAC NUMBER>

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 Appointment of Proxy

Indicate here who you want to appoint as your Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend 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 securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.
- (b) return both forms together in the same envelope.

STEP 2 Voting Directions to your Proxy

You can tell your Proxy how to vote

To direct your proxy how to vote, place a mark in one of the boxes opposite each item of business. All your securities 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 securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, 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.

STEP 3 Sign the Form

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders must sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below not later than 48 hours before the commencement of the meeting at 5:00pm on **Wednesday, 16 November 2011**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxies may be lodged using the reply paid envelope or:

BY MAIL - Share Registry – Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia

BY FAX - + 61 2 9290 9655

IN PERSON - Share Registry – Boardroom Pty Limited, Level 7, 207 Kent Street, Sydney NSW 2000 Australia

Vote online at:

www.boardroomlimited.com.au/vote/servcorpagm2011
or turnover to complete the Form ➔

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Servcorp Limited

<Co Name>
 <Address 1>
 <Address 2>
 <Address 3>
 <Address 4>
 <Address 5>

<BARCODE>

STEP 1 - Appointment of Proxy

I/We being a member/s of **Servcorp Limited** and entitled to attend and vote hereby appoint

the Chairman of the Meeting (mark with an 'X') **OR**

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

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 at the **Annual General Meeting of Servcorp Limited to be held at the Wilarra Room, Level 2, The Grace Hotel, 77 York Street, Sydney, NSW 2000 on Wednesday, 16 November 2011 at 5:00 pm** and at any adjournment of that meeting, to act 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.

If the Chairman of the Meeting is appointed as your proxy or may be appointed by default, and you do not wish to direct your proxy how to vote in respect of a resolution, please mark this box. By marking this box, you acknowledge that the Chairman of the Meeting may vote as your proxy even if he has an interest in the outcome of the resolution and votes cast by the Chairman of the Meeting for those resolutions, other than as proxy holder, will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called. The Chair will vote all undirected proxies in favour of resolution 2 and intends to vote in favour of resolution 5.

STEP 2 - Voting directions to your Proxy – please mark to indicate your directions

Ordinary Business		For	Against	Abstain*
Item 2	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 (a)	To re-elect Bruce Corlett as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 (b)	To re-elect Taine Moufarrige as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	To elect Mark Vaile as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	To increase the non-executive directors' total fees limit	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

In addition to the intentions advised above. The Chairman of the Meeting intends to vote undirected proxies in favour of each of the items of business.

*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.

STEP 3 - PLEASE SIGN HERE This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director and Sole Company Secretary

Director

Director/Company Secretary

Contact Name

Contact Daytime Telephone Date / / 2011