

SERVCORP LIMITED

ABN 97 089 222 506

NOTICE OF ANNUAL GENERAL MEETING

Date: **Thursday, 13 November 2014**

Time: **5:00pm (AEDT)**

Place: **The Westin
Level 6, Barnet Room
1 Martin Place
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 (AEDT) ON 11 NOVEMBER 2014

Details of the Meeting

Getting There

Train

The closest train station is Martin Place. Wynyard station is also in close proximity. For information about train times, please call 131 500.

Bus

The closest main bus terminal is at Wynyard Station. For more information about bus routes and timetables, please call 131 500.

Ferry

The Circular Quay ferry terminal is within moderate walking distance. For more information about ferry timetables, please call 131 500.

Parking

Parking is available at The Westin. Entry is at 159 Pitt Street.

Access

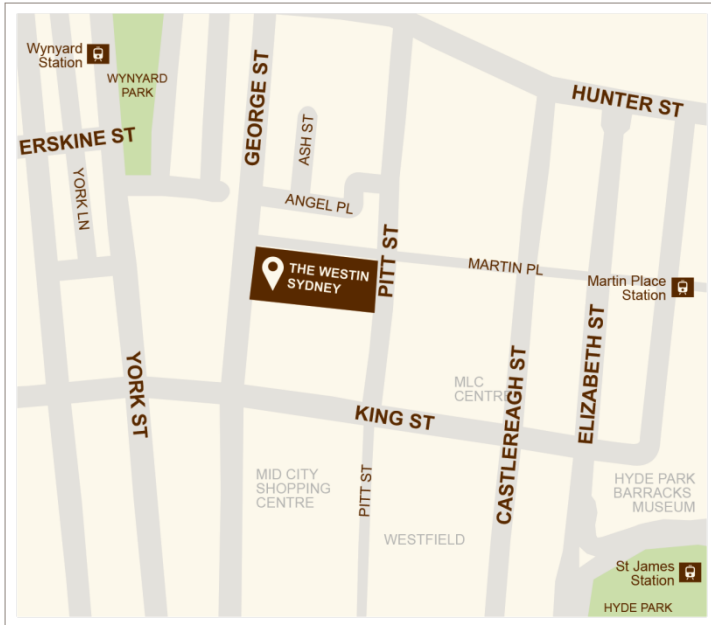
The best access to The Westin is via Pitt Street.

Information about Servcorp

You can read about Servcorp's performance for the 2014 financial year in its annual report, which is available online at www.servcorp.com.au.

Further Information

If you would like any further information regarding the Annual General Meeting, please contact the Company's share registry on 1300 737 760 if calling from within Australia or +61 2 9290 9600 from outside Australia.



Notice of 2014 Annual General Meeting

NOTICE IS HEREBY GIVEN that the fifteenth Annual General Meeting of the members of Servcorp Limited ACN 089 222 506 (**Servcorp** or the **Company**) will be held at The Westin, Level 6, Barnet Room, 1 Martin Place, Sydney on Thursday, 13 November 2014 at 5:00pm (AEDT).

Ordinary 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 2014.

Item 2 Re-election of directors

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

- (a) "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."
- (b) "That The Hon. Mark Vaile, 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 3 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 2014 be adopted."

Item 4 Other business

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

Conditional business

Item 5 Holding a spill meeting

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

"That, subject to and conditional on at least 25% of the votes cast on the resolution in item 3 being cast against the adoption of the remuneration report:

- (a) A meeting of the Company's members be held within 90 days of the date of the 2014 Annual General Meeting. (the **spill meeting**);
- (b) All the Company's directors who:
 - (i) were directors of the Company when the resolution to approve the directors' report for the year ended 30 June 2014 was passed; and
 - (ii) are not a managing director of the Company who may, in accordance with the ASX Listing Rules, continue to hold office indefinitely without being re-elected to the office; cease to hold office immediately before the end of the spill meeting; and
 - (iii) resolutions to appoint persons to offices that will be vacated immediately before the end of the spill meeting be put to the vote at the spill meeting."

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, 8 October 2014

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 7:00pm (AEDT) on 11 November 2014.

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.

Method of voting

Members can vote in one of three ways:

- attending the meeting in person; or
- lodging a direct vote; or
- appointing a proxy to attend the meeting on their behalf.

Members can direct vote electronically via email link or lodge proxy forms online, by fax, by post or by hand.

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 items 2 and 3 and against item 5 (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 2001 (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 (AEDT) on 11 November 2014, being 48 hours prior to the commencement of the meeting.

Proxies may be lodged:

With the Company:

- in person: Servcorp Limited
Level 63 MLC Centre
19 Martin Place
SYDNEY NSW 2000

With the Company's share registry:

- online www.votingonline.com.au/servcorpagm2014

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

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

- by facsimile 1300 653 459
+61 2 9290 9655

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 2014 will be laid before the meeting in accordance with the Corporations Act 2001. There is no requirement for members 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 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.

The directors retiring at this Annual General Meeting in accordance with the Company's Constitution are Mr T Moufarrige and The Hon. M Vaile. Both directors are offering themselves for re-election.

(a) **Taine Moufarrige BA, LLB**

Non-executive director

Member of Audit and Risk Committee

Member of Remuneration Committee

Appointed November 2004

Taine joined Servcorp in 1996 as a Trainee Manager. Taine 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. Taine resigned from his operational role at Servcorp effective 31 December 2011, but remains on the Board as a non-executive director. His experience in the Company's operations brings important perspective to the Board.

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

(b) **The Hon. Mark Vaile AO**

Independent and Non-executive director

Chair of Remuneration Committee

Appointed June 2011

Mark had a distinguished career as an Australian Federal Parliamentarian from 1993 to 2008. Ministerial Portfolios held by Mark 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. Mark also served as Deputy Prime Minister of Australia from July 2005 through to December 2007. He was 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, Mark has embarked on a career in the private sector utilising his extensive experience across a number of portfolio areas. His current directorships include Virgin Australia Holdings Limited, StamfordLand Limited and Chair of Whitehaven Coal Limited. Mark is also Chair of GEMS Education Regional Board and is a director / trustee of Hostplus Superfund Limited. Mark also provides corporate advice to a number of Australian companies in the international marketplace. In November 2013, at the request of The Hon. Julie Bishop, Mark accepted an appointment to the Council for Australian-Arab Relations (CAAR).

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

Explanatory Memorandum (continued)

Item 3 Remuneration report

The remuneration report is included on pages 46 to 57 of the Company's 2014 annual report.

The report outlines the Company's principles for determining key management personnel remuneration, the linkages between the remuneration and the Company's performance and provides remuneration details for each director and for each executive 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 3 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.

At last year's Annual General Meeting, more than 25% of the votes cast on the resolution to adopt the 2013 remuneration report were cast against it, representing a first strike. Directors want to highlight that, due to voting restrictions on key management personnel and closely related parties (as explained in the Voting Exclusion Statement on the next page), 52% of shares on issue were prohibited from voting on this resolution. Accordingly, the votes lodged against the resolution in 2013 represented 44% of votes lodged, but only 15% of total shares on issue.

The directors undertook a comprehensive review of executive remuneration during the 2014 financial year. The key initiatives implemented following this review, supported by independent external advice, included reformatting the remuneration report; adoption of expanded disclosure principles in the remuneration report; re-evaluation of targets for short term incentives (STI), including implementation of a global gateway net profit before tax; and benchmarking selected Board and executive key management personnel to relevant local market comparisons.

The directors believe Servcorp's approach to non-executive director and executive key management personnel remuneration is balanced, fair and equitable, and designed to achieve an alignment of interests between executive reward and shareholder expectations and financial return.

Members should note that, whilst the vote on this resolution is advisory only, if at least 25% of the votes cast are against the resolution, a vote on the resolution in item 5 (spill resolution) will be required to be put to the meeting. The operation and consequences of item 5 are set out below in the Explanatory Memorandum to item 5.

The directors unanimously recommend that members vote in favour of this resolution. The Chairman intends to vote available proxies given to him "For" the adoption of the remuneration report.

Item 5 Holding a spill meeting

Note that the resolution in item 5 is a conditional resolution. Even if it is passed, it will only become effective if at least 25% of the votes cast on item 3 are against the adoption of the 2014 remuneration report.

At last year's Annual General Meeting, more than 25% of the votes cast on the resolution to adopt the 2013 remuneration report were cast against it. If at least 25% of the votes cast on item 3 are against adopting the remuneration report at this year's Annual General Meeting, the resolution in item 5 will be put to the meeting and voted on as required by section 250V of the Company's Act 2001 (**spill resolution**).

The spill resolution is considered to be an ordinary resolution.

Members should note that if a spill resolution is passed:

- (a) the Company is required to convene a general meeting of its members to be held within 90 days of the date of the 2014 Annual General Meeting (the **spill meeting**); and
- (b) with the exception of the Managing Director of the Company, all of the Company's directors who were the directors of the Company when the resolution to approve the remuneration report for the year ended 30 June 2014 was passed (**relevant directors**) will cease to hold office immediately before the end of the spill meeting.

Each relevant director is eligible, but not required, to seek re-election as a director of the Company at the spill meeting.

Holding a spill meeting would cause significant disruption to the running of the Company as a result of management distraction, the cost and time involved in organising such a meeting and the diversion of resources.

The Explanatory Memorandum to item 3 contains further information relevant to this item of business.

The directors unanimously recommend that members vote against this resolution. The Chairman intends to vote available proxies given to him "Against" holding a spill meeting.

Voting Exclusion Statement

Item 3 Remuneration report

The Corporations Act 2001 prohibits any votes being cast on the resolution in item 3 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 item 3 if they do so as a proxy for a person who is permitted to vote:

- (a) in accordance with a direction on the Proxy Form;
- (b) by the Chairman of the meeting pursuant to an express authorisation on the Proxy Form.

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), and you do not direct that person to vote, that person will not vote your proxy on that item of business.

Item 5 Holding a spill meeting

The Corporations Act 2001 prohibits any votes being cast on the resolution in item 5 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 item 5 if they do so as a proxy for a person who is permitted to vote:

- (c) in accordance with a direction on the Proxy Form;
- (d) by the Chairman of the meeting pursuant to an express authorisation on the Proxy Form.

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), and you do not direct that person to vote, that person will not vote your proxy on that item of business.

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All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- Level 7, 207 Kent Street,
Sydney NSW 2000 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 5:00pm (AEDT) on Tuesday, 11 November 2014.**

🖥 TO VOTE ONLINE

- STEP 1:** VISIT www.votingonline.com.au/servcorpagm2014
- STEP 2:** Enter your holding/investment type:
- STEP 3:** Enter your Reference Number:
- STEP 4:** Enter your VAC:

PLEASE NOTE: For security reasons it is important you keep the above information confidential.

📱 BY SMARTPHONE

Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM**STEP 1 APPOINTMENT OF PROXY**

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair 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 Chair 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.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting 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

To direct your proxy how to vote, mark 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 securities are to be voted on any item by inserting the percentage or number that 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 for all your securities your vote on that item will be invalid.

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.

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 should 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 should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **5:00pm (AEDT) on Tuesday, 11 November 2014.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 🖥 **Online** www.votingonline.com.au/servcorpagm2014
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

ATTENDING THE MEETING

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

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 in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of Servcorp Limited (Company) and entitled to attend and vote hereby appoint:

the Chair of the Meeting (mark box)

OR if you are NOT appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at the **The Westin, Level 6, Barnet Room, 1 Martin Place, SYDNEY NSW 2000 on Thursday, 13 November 2014 at 5:00pm (AEDT)** 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.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of items 3 and 5, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these items even though items 3 and 5 are connected with the remuneration of a member of key management personnel for Servcorp Limited.

The Chair of the Meeting intends to vote undirected proxies in favour of items 2 and 3 and against item 5.

STEP 2 VOTING DIRECTIONS
 * 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 vote will not be counted in calculating the required majority if a poll is called.

	For	Against	Abstain*
Item 2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(a) To re-elect Mr Taine Moufarrige as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) To re-elect The Hon. Mark Vaile as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 To adopt the remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

A vote **FOR** item 5 is a vote to support the spill motion. The Directors unanimously recommend that Shareholders vote **AGAINST** item 5

Item 5 To hold a spill meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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STEP 3 SIGNATURE OF SHAREHOLDERS
 This form must be signed 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 / / 2014