

Service Stream Limited
ACN 072 369 870

Notice of annual general meeting

Notice is given that the annual general meeting of members of Service Stream Limited (**Company**) will be held at the Intercontinental Melbourne – The Rialto, 495 Collins Street, Melbourne, Victoria on Wednesday 23 October 2013 at 10.30am.

Annual financial and other reports

To receive the Company's financial report, directors' report and auditor's report for the financial year ended 30 June 2013.

Resolution 1 — Adoption of remuneration report

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

“That the remuneration report for the year ended 30 June 2013 be adopted.”

Note: The remuneration report is set out on pages 19 to 26 of the Company's 2013 annual report. The vote on this resolution is advisory only and does not bind the directors of the Company.

Resolution 2 — Re-election of Deborah Page

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

“That Deborah Page (who retires by rotation in accordance with rule 7.1(f) of the Company's constitution and (being eligible) stands for re-election) be re-elected as a director of the Company.”

SPECIAL RESOLUTION

Resolution 3 — Adoption of new Constitution

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

“That the new Constitution tabled at the annual general meeting, and signed by the Chairman of the meeting for the purposes of identification, be approved and adopted as the Constitution of the company, in place of the current Constitution, with effect from the close of the meeting or any adjournment of it.”

By order of the board



Vicki Letcher
Company Secretary

Date: 6 September 2013

Notes:

1. A member entitled to attend and vote at this meeting is entitled to appoint one proxy or, if the member is entitled to cast two or more votes at the meeting, two proxies to attend and vote on behalf and instead of the member.
2. Where two proxies are appointed, the proxies may vote only if each proxy is appointed to represent a specified proportion of the member's voting rights.
3. A proxy need not be a member.
4. A proxy form accompanies this notice. To be valid, the proxy form together with the power of attorney or other authority (if any) under which the form is signed, or a certified copy of that power or authority, must be:
 - (a) received by the Company's share registrar, Computershare Investor Services Pty Limited by:
 - (1) hand delivery to "Yarra Falls", 452 Johnston Street, Abbotsford, Victoria 3067;
 - (2) post to GPO Box 242, Melbourne, Victoria, 8060; or
 - (3) facsimile on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)before 10.30am (Melbourne time) on Monday 21 October 2013; or
 - (b) received by the Company (addressed to the attention of Ms Vicki Letcher, Company Secretary):
 - (1) at its office at Level 4, 357 Collins Street, Melbourne, Victoria, 3000; or
 - (2) by facsimile on 03 9677 8877;before 10.30am (Melbourne time) on Monday 21 October 2013.
5. A proxy may also be appointed electronically by:
 - (a) visiting www.investorvote.com.au and following the instructions provided;
 - (b) scanning the QR code with your mobile device; or
 - (c) visiting www.intermediaryonline.com to submit your voting intentions (for Intermediary Online subscribers (custodians) only);before 10.30am (Melbourne time) on Monday 21 October 2013. A proxy cannot be appointed online if they are appointed under power of attorney or similar authority.
6. The Company has determined that those persons who are registered as the holders of shares in the Company at 7.00pm (Melbourne time) on Monday 21 October 2013 will be taken to be the holders of shares for the purposes of determining voting entitlements at this meeting.

Voting exclusion statement

The Company will disregard any votes cast on:

1. Resolution 1 (adoption of remuneration report) by or on behalf of a member of the key management personnel for the Company (details of whose remuneration are included in the remuneration report, including each director) (**KMP Member**), or a closely related party of a KMP Member.

However, the Company need not disregard a vote in relation to resolution 1 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 person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides (and the appointment expressly authorises the chair to vote in accordance with a direction on the proxy form to vote as the proxy decides).

The Chairman intends to vote undirected proxies held by him in favour of each resolution. Please refer to the proxy form accompanying this notice of meeting for more information.

For personal use only

Explanatory statement

1. General information

This explanatory statement is an important document and should be read carefully. It comprises part of, and should be read in conjunction with, the notice of the annual general meeting (AGM) of members of Service Stream Limited to be held on Wednesday 23 October 2013.

If you have any questions regarding the matters set out in this explanatory statement (or elsewhere in the notice of AGM), please contact the Company, or your stockbroker or other professional adviser.

2. Resolution 1 — adoption of remuneration report

There will be an opportunity for shareholders at the meeting to comment on and ask questions about the remuneration report, which appears on pages 19 to 26 of the Company's 2013 annual report.

The vote on the proposed resolution adopting the remuneration report is advisory only and will not bind the Company or its directors. However, the board will take the outcome of the vote into consideration when reviewing the Company's remuneration policy and practices.

The Corporations Act contains a 'two strikes' rule in relation to remuneration reports. Briefly, if at two consecutive AGMs 25% or more votes were cast against the resolution that the Company's remuneration report be adopted, a 'spill resolution' must be put to the vote at that AGM. The spill resolution is that another meeting of shareholders be held within 90 days to consider the appointment of new directors in place of those directors (other than the managing director) who were directors at the time the resolution was passed to make the directors' report (including the remuneration report).

At the Company's 2012 AGM, less than 25% of votes were cast against the resolution that the remuneration report be adopted. Accordingly, there is no requirement to allow for a possible spill resolution at this year's AGM.

The directors recommend that shareholders vote in favour of resolution 1.

3. Resolution 2 — re-election of Deborah Page

Rule 7.1(f) of the Company's constitution states that at each AGM of the Company, one third of the directors (or, if their number is not 3 or a multiple of 3, then the number nearest one third) and any other director who has held office for 3 years or more, must retire from office. In determining the number of directors to retire under the 'one third' requirement, no account is to be taken of the managing director or of a director appointed as an addition to the existing directors and who only holds office until the next annual general meeting. A retiring director is eligible for re-election.

In accordance with these requirements, Deborah Page retires by rotation at this year's annual general meeting and, being eligible, stands for re-election.

Mrs Page, a Chartered Accountant, has held senior executive positions with the Commonwealth Bank, Allen, Allen & Hemsley, IBM and the Lend Lease Group and is a former KPMG partner. Mrs Page brings expertise developed from finance and operational executive roles and from her professional background in external audit and corporate advisory. Since 2001 she has worked exclusively as a Non-Executive Director across a range of industries, including energy, insurance, financial services and property.

Mrs Page is Chairman of the Audit and Risk Management Committee and is a member of the Remuneration and Nomination Committee.

Mrs Page is currently Chairman of Investa Listed Funds Management Limited, the responsible entity of the ASX-listed Investa Office Fund; and is a Non-Executive Director of Australian Renewable Fuels Limited. She is also a Non-Executive Director of The Colonial Mutual Life Assurance Society Limited and Commonwealth Insurance Limited, wholly owned subsidiaries of the Commonwealth Bank.

Mrs Page has held no other listed company directorships in the last 3 years.

The directors (other than Mrs Page) recommend that shareholders vote in favour of resolution 2.

4. Resolution 3 — Adoption of new Constitution

Shareholder approval is being sought for the adoption of a new Constitution for the Company in place of its existing Constitution. If the resolution to approve the adoption of the new Constitution is passed, the new Constitution will be effective from the close of the AGM.

The current Constitution was adopted by Service Stream Limited when it merged with Total Communications Infrastructure on 4 January 2007. A review of the current Constitution has been conducted, as a result of which the Board considers that the Constitution should be brought up to date with the current provisions of the Corporations Act and the Listing Rules of the ASX Limited (**ASX**). In addition, the board considers that a number of provisions in the current Constitution should be amended to bring the Constitution into line with current market practice for ASX listed companies.

The board considers that it is preferable to repeal the current Constitution and replace it with a new Constitution rather than to propose a multitude of specific amendments to update each relevant provision of the current Constitution.

A copy of the new Constitution is available for inspection at the Company's registered office at Level 4, 357 Collins Street, Melbourne Vic 3000 or available upon request from the Company Secretary by telephone (+61 3 9677 8806).

Explanation of substantive changes

The structure of the new Constitution is not materially different from the current Constitution, and the board does not consider that the differences between the new Constitution and the current Constitution materially alter the position of the Company's shareholders in general.

The principal substantive differences between the current Constitution and the new Constitution are summarised below. The summary is not exhaustive and does not identify all of the differences between the current Constitution and the new Constitution.

(a) General regulatory amendments and updating

Various legislative changes have occurred since the current Constitution was adopted in 2007. As a consequence a number of the provisions in the current Constitution are outdated or no longer fully reflect current legislation or market practice. Accordingly, the new Constitution reflects these changes and generally brings the Company's Constitution up to date with market practice. Some of the specific amendments relating to legislative amendments include:

- the new Constitution updates relevant definitions in the Constitution to reflect changes in terminology used in the Corporations Act, the ASX Listing Rules and the ASX Settlement Operating Rules;
- the unmarketable parcel provisions in the current Constitution have been replaced in the new Constitution by provisions relating to small holdings (which reflect the current position under the ASX Listing Rule 15.13); and
- a number of provisions of the current Constitution have not been replicated in the new Constitution where they are covered by mandatory rules which apply to the Company under the Corporations Act, so as to avoid potential inconsistency between the position set out in the Constitution and the overarching position under the legislation. Such provisions include those in relation to share certificates, registers, alteration of capital, proxies and representatives, minutes and accounts. In these areas, the nature of shareholders rights have not materially changed, as the position set out in the current Constitution is largely replicated by the corresponding mandatory rules under the Corporations Act.

(b) Provisions concerning company administration

The new Constitution contains a number of amendments to update or simplify the manner in which the administrative provisions of the Constitution operate. These changes include:

- *Service of Documents* – amendments to the service of documents provisions which clarify the permitted methods of service where the member is not contactable;

- *Notice of Postponement of Annual General Meeting* - in line with current market practice, the new Constitution allows notice of a cancellation, postponement or change of place of a general meeting to be provided to the ASX and that the notice need not be given individually to members.
- *Calling an Annual General Meeting*- in line with the Corporation Act, the new Constitution requires that directors must call a meeting where members who hold 5% of the votes, or at least 100 members, request a meeting; and that an AGM- must be held every year.
- *Polls at Annual General Meeting*- in line with current market practice, the new Constitution does not allow a poll to be demanded on resolutions concerning the election of the chairperson or the adjournment of the AGM unless the general Corporations Act requirements prevail.
- *Remuneration of Directors*- amendment to remove the current \$500,000 Director's fee pool as it is irrelevant and out of date. The new Constitution requires that any proposed directors fee increase is required to be agreed at the AGM. The revised director's fees clause also clarifies amounts that are included and excluded in any approved directors fees pool.
- *Restricted Securities*- the new Constitution contains the various listing rule requirements of Restricted Securities.
- *Confidentially Requirements of Directors*- the new Constitution specially states the confidentially requirements of directors.
- *Associate Directors*- The new Constitution contains specific clauses on the appointment of associate directors.
- *Appointment of Auditors*- The new Constitution contains specific clauses on the appointment of the Company's auditors.
- *Voting Rights*- the new Constitution provides that, for the purposes of determining voting entitlements at AGMs, those persons that are registered as the holders of shares in the Company 48 hours before a general meeting will be taken to be members.

(c) Provisions relating to Dividends

The new Constitution is specific on the fact that any dividend payment is subject to the Corporations Act, which includes the replacement of the former provisions restricting the payment of dividends by a company other than out of profits with more flexible provisions structured around a solvency-based test, which allow a company to pay dividends if:

- the company's assets *exceed* its liabilities immediately before the dividend is declared and the excess is sufficient for the dividend payment;
- it is fair and reasonable to the company's shareholders as a whole; and
- it does not materially prejudice the company's ability to pay its creditors.

(d) Provisions relating to proportional takeovers

Under the Corporations Act, a company may include provisions in its constitution which prohibit the registration of shares acquired under a proportional takeover bid unless a resolution approving the bid is passed by the shareholders of the company. A proportional takeover bid is a takeover bid under which the offer is made to each shareholder only for the proportion of that shareholder's shares.

The directors believe these provisions are now out of date, and – as they do not propose to have the provisions 'refreshed' – they have been removed from the proposed Constitution.

The directors recommend that shareholders vote in favour of resolution 3.

For personal use only

Lodge your vote:



Online:
www.investorvote.com.au



By Mail:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

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

Proxy Form



Vote and view the annual report online

Go to www.investorvote.com.au or scan the QR Code with your mobile device.
Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

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

For your vote to be effective it must be received by 10:30am (Melbourne time) Monday, 21 October 2013

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. 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 information tab, "Downloadable 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.

**GO ONLINE TO VOTE,
or turn over to complete the form →**

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark ☒ to indicate your directions

STEP 1

Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Service Stream 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 Service Stream Limited to be held at the Intercontinental Melbourne - The Rialto, 495 Collins Street, Melbourne on Wednesday, 23 October 2013 at 10:30am (Melbourne time) and at any adjournment or postponement of that meeting.

IMPORTANT NOTE:

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. If the Chairman of the Meeting is your proxy (or becomes your proxy by default), you expressly authorise the Chairman to exercise your proxy on Item 1 even though Item 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

If you appoint the Chairman of the Meeting as your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 1, 2 and 3 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
Item 1 Adoption of remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2 Re-election of Deborah Page	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Adoption of new Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date

/ /