

**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 21 October 2015 at 10.30am.

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**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 2015.

**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 2015 be adopted.”

**Note:** The remuneration report is set out on pages 12 to 21 of the Company's 2015 annual report. The vote on this resolution is advisory only and does not bind the directors of the Company.

**Resolution 2 — Re-election of Brett Gallagher**

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

“That Brett Gallagher (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.”

**By order of the board**



**Vicki Letcher**

**Company Secretary**

**Date: 17 September 2015**

**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, 3001; or
    - (3) facsimile on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)before 10.30am (Melbourne time) on Monday 19 October 2015; 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 +61 3 9677 8877;before 10.30am (Melbourne time) on Monday 19 October 2015.
5. A proxy may also be appointed electronically by:
  - (a) visiting [www.investorvote.com.au](http://www.investorvote.com.au) and following the instructions provided;
  - (b) scanning the QR code with your mobile device; or
  - (c) visiting [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions (for Intermediary Online subscribers (custodians) only);before 10.30am (Melbourne time) on Monday 19 October 2015. 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 19 October 2015 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.

### **Questions from Shareholders**

Your questions relating to Service Stream that may be relevant to the 2015 Annual General Meeting are important to us. Shareholders eligible to vote at this meeting may submit written questions in advance of the AGM via email to [AGM@servicestream.com.au](mailto:AGM@servicestream.com.au). Any questions must be received by no later than 5.00pm (Melbourne time) on Wednesday 14 October 2015. We will attempt to respond to as many of the more frequently asked questions as possible in the Chairman's and Managing Director's addresses at the 2015 Annual General Meeting. Due to the large number of questions we may receive, we will not be replying on an individual basis. You will also be able to listen to the addresses made at the 2015 Annual General Meeting within 2 days after the meeting at [www.servicestream.com.au/investors/annual-general-meetings](http://www.servicestream.com.au/investors/annual-general-meetings)



## **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 21 October 2015.

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 12 to 21 of the Company's 2015 annual report. The vote on the proposed resolution adopting the remuneration report is advisory only and will not bind the Company nor its directors. However, the board will take the outcome of the vote into consideration when reviewing the Company's remuneration policy and practices.

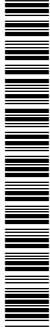
The Corporations Act contains a 'two strikes' rule in relation to remuneration reports. Briefly, if at two consecutive AGMs 25% or more votes were cast against the resolution that the Company's remuneration report be adopted, a 'spill resolution' must be put to the vote at that AGM. If 50% or more shareholders vote in favour of a "spill" then the entire Board (except the Managing Director) are required to stand for re-election at a further general meeting which must take place within 90 days.

At the Company's 2014 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 Brett Gallagher**

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, Brett Gallagher retires by rotation at this year's annual general meeting and, being eligible, stands for re-election.



Brett Gallagher was appointed Chairman of Service Stream Limited on 1 March 2015 and has been a director since April 2010. Brett has over 20 years' experience across the utility and facilities management industries, and was Managing Director and a major shareholder of the AMRS Group of Companies (now Energy and Water) from 2003 until 2008 when that Group was acquired by Service Stream. Brett was instrumental in the growth of AMRS, establishing it as Australia's largest metering services provider.

Brett acted as Managing Director of Service Stream Limited for the period April 2013 to November 2013 and Executive Director from May 2014 until his appointment as Chairman. Brett is Chair of the Sustainability, Safety, Health and Environment Committee and a member of Remuneration and Nomination Committee and was a member of the Audit and Risk Committee until his appointment as Managing Director in 2013.

Brett also holds directorships and interests in a number of private businesses that operate predominately in the utilities sector. Brett has no other listed company directorships, and has held no other listed company directorships in the last three years.

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

## Lodge your vote:



**Online:**  
[www.investorvote.com.au](http://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](http://www.intermediaryonline.com)

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

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

## Proxy Form



### Vote and view the annual report online

- Go to [www.investorvote.com.au](http://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:

**Control Number: 9999999**

**SRN/HIN: I9999999999 PIN: 99999**

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 (AEDT) Monday 19 October 2015**

### 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 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](http://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.

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

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.



I 9999999999

I ND

# 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 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, Victoria on Wednesday, 21 October 2015 at 10.30am (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 1 (except where I/we have indicated a different voting intention below) even though Item 1 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 1 by marking the appropriate box in step 2 below.

**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.**

## 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 Brett Gallagher	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## 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