



NOTICE OF ANNUAL GENERAL MEETING 2014 EXPLANATORY STATEMENT AND PROXY FORM

GLOBAL CONSTRUCTION SERVICES LIMITED
ABN 81 104 662 259

For the Annual General Meeting to be held in Studio 2, Level 1,
The Crown Perth Convention Centre, Crown Perth, Great Eastern
Highway, Burswood Western Australia 6100 on 25 November
2014 commencing at 9:30am (WST).

THIS IS AN IMPORTANT DOCUMENT. PLEASE READ IT CAREFULLY.

**IF YOU ARE UNABLE TO ATTEND THE ANNUAL GENERAL MEETING, PLEASE COMPLETE THE
PROXY FORM ENCLOSED AND RETURN IT IN ACCORDANCE WITH THE INSTRUCTIONS
SET OUT ON THAT FORM.**



DEAR FELLOW SHAREHOLDERS

The 2014 Annual General Meeting (AGM) of Global Construction Services Limited (GCS) will take place on Tuesday, 25 November 2014 at The Crown Perth Convention Centre in Perth. A copy of the Notice of Meeting is attached.

There are a number of items on the agenda for this year's AGM. We will consider:

- our financial and statutory reports for 2014
- the re-appointment of myself, Peter Wade as a Non-Executive Director
- approval of Performance Rights Plan
- Non-Binding Resolution to Adopt Remuneration Plan

As part of the Non-Binding Resolution to adopt the Remuneration Report you will be asked to cast a vote in respect of this item. The Board has implemented a number of changes to the company's remuneration practices recently. The Remuneration Report, which is included in the 2014 Annual Report, details our remuneration policy and discloses the remuneration of GCS's senior executives and Board members.

As GCS received 30.4% of the votes "against" the Remuneration Report in 2013, it received what is known as a "first strike" under the executive remuneration laws. If the votes "against" the 2014 Remuneration Report again exceed 25% of the votes cast, GCS will receive a "second strike".

A Board Spill Meeting Resolution is also included on the agenda, however this resolution will only be put to the AGM if at least 25% of the votes cast on the adoption of the 2014 Remuneration Report are cast against the adoption of the report and a "second strike" is received.

If this resolution is put to the meeting, the Board unanimously recommends that shareholders vote against it on the basis that it would be extremely disruptive to the Company and in the Board's view it would be inappropriate to remove all of the Directors (Managing Director excluded from the Board Spill motion) in the circumstances. Further to this, if a general meeting is held for as a result of the board spill motion, I will be recommending to the GCS board and management that, that they direct their proxies against the Board Spill resolution at that General Meeting of Shareholders.

All resolutions are explained in more detail in the Notice of Meeting and the Explanatory Memorandum enclosed with this letter.

I look forward to welcoming you to the AGM and providing you with a progress report on GCS.

I would encourage you to cast your vote on these important agenda items, however if you are unable to attend in person, you are able to vote by either appointing a proxy to attend and vote on your behalf or by lodging your vote on-line at www.computershare.com.au.

We also encourage you to submit any questions you have in advance of the meeting.

Yours sincerely



Peter Wade
Chairman

We are committed to safety — it's our primary focus and a part of our culture.

Notice of General Meeting

Notice is hereby given that the 2014 Annual General Meeting of Shareholders of Global Construction Services Limited (ACN 104 662 259) ("GCS" or the "Company") will be held in Studio 2, Level 1, The Crown Perth Convention Centre, Crown Perth, Great Eastern Highway, Burswood Western Australia 6100 on 25 November 2014 commencing at 9:30am (WST) for the purpose of transacting the following business referred to in this Notice of Annual General Meeting.

ORDINARY BUSINESS

FINANCIAL STATEMENTS AND REPORTS YEAR ENDED 30 JUNE 2014

To receive and consider the Annual Financial Statements of the Company for the year ended 30 June 2014 including the Directors' Report and the Auditor's Report as set out in the Company's Annual Report.

RESOLUTION 1: RE-ELECTION OF MR PETER WADE

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

"That Mr Peter Wade who retires as a director in accordance with Clause 6.3 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a director of the Company with immediate effect."

RESOLUTION 2: APPROVAL OF PERFORMANCE RIGHTS PLAN

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

"That, for the purposes of Listing Rule 7.2, exception 9(b) and for all other purposes, the future grant of performance rights and the issue of shares under the Performance Rights Plan be approved."

VOTING EXCLUSION

The Company will disregard any votes cast on Resolution 2:

- a. by any Director and any of their associates; and
- b. as proxy by a member of the Key Management Personnel or their Closely Related Parties.

However the Company need not disregard a vote if it is cast:

- c. by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- d. by the Chairman of the Meeting as proxy for a person who is entitled to vote and the appointment expressly authorizes the Chairman to exercise the proxy.

RESOLUTION 3: NON BINDING RESOLUTION TO ADOPT REMUNERATION REPORT

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company. Shareholders are encouraged to read the Explanatory Statement for further details on the consequences of voting on this Resolution.

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

"To adopt the Remuneration Report as set out in the Annual Report for the year ended 30 June 2014"

VOTING EXCLUSION

The Company will disregard any votes cast on Resolution 3 (in any capacity) by or on behalf of a Restricted Voter¹. However, the Company need not disregard a vote if it is cast:

- a. by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- b. by the Chairman of the Meeting as proxy for a person who is entitled to vote and the appointment expressly authorizes the Chairman to exercise the proxy, and it is not cast on behalf of a Restricted Voter.

¹ "Restricted Voter" means a member of Key Management Personnel, details of whose remuneration are included in the Remuneration Report, and their Closely Related Parties (such as close family members and any controlled companies).

RESOLUTION 4: BOARD SPILL MEETING

Note: This Resolution will not be proposed if Resolution 3 is passed with less than 25% of the votes cast on that Resolution being cast against the adoption of the Remuneration Report.

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

“That, subject to and conditional on at least 25% of the votes cast on Resolution 3 being cast against the adoption of the Remuneration Report:

- a. another general meeting of the Company (the “Spill Meeting”) be held within 90 days of the passing of this resolution;*
- b. all of the directors in office when the Board resolution to make the directors’ report for the financial year ended 30 June 2014 was passed excluding the Company’s managing director (such directors being Peter Wade, George Chiari and Sam Mangione) cease to hold office immediately before the end of the Spill Meeting; and*
- c. resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote of shareholders at the Spill Meeting.”*

VOTING EXCLUSION

The Company will disregard any votes cast on Resolution 4 (in any capacity) by or on behalf of a Restricted Voter². However, the Company need not disregard a vote if it is cast:

- a. by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; and
- b. by the Chairman of the Meeting as proxy for a person who is entitled to vote and the appointment expressly authorizes the Chairman to exercise the proxy, and it is not cast on behalf of a Restricted Voter


² “Restricted Voter” means a member of Key Management Personnel, details of whose remuneration are included in the Remuneration Report, and their Closely Related Parties (such as close family members and any controlled companies).

OTHER BUSINESS

To deal with any other business which may be brought forward in accordance with the Company’s Constitution or the Corporations Act.

Dated this 14 October 2014

By Order of the Board



Gabriel Chiappini
Company Secretary
Global Construction Services Limited

We offer local and regional expertise
backed by national capabilities
to deliver the best project outcomes.

Notice of General Meeting

(CONTINUED)

VOTING

Shareholders can vote in the following ways:

- attending the Meeting and voting in person, by attorney or, in the case of corporate Shareholders, by corporate representative;
- by appointing a proxy to attend and vote at the Meeting on their behalf using the proxy form accompanying this Notice of Meeting and by submitting their proxy appointment and voting instructions.

PROXIES

- a. A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy.
- b. A proxy need not be a member of the Company.
- c. A Shareholder may appoint a body corporate or an individual as its proxy.
- d. A body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy.
- e. Shareholders entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.
- f. Proxy forms must be returned by no later than 48 hours before the Meeting (i.e by 9:30am (WST) on 23 November 2014) to:
Computershare Investor Services Pty Ltd
GPO Box 242, Melbourne VIC 3001 Australia

If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that body corporate representative. The authority may be sent to the Company or its share registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

Members of the Key Management Personnel (which includes each of the Directors) and their Closely Related Parties will not be able to vote as proxy on Resolutions 2-4 unless the appointing Shareholder tells them how to vote, or in the case of the Chairman of the Meeting, unless the Shareholder expressly authorizes him to do so.

If a Shareholder intends to appoint a member of the Key Management Personnel (other than the Chairman) or a Closely Related Party of a member of the Key Management Personnel as their proxy, the Shareholder should ensure that they direct proxy how to vote on Resolutions 2-4.

If a Shareholder intends to appoint the Chairman of the Meeting as their proxy for Resolutions 2-4, Shareholders can direct the Chairman how to vote by marking one of the boxes for Resolutions 2-4 (for example, if the Shareholder wishes to vote 'for' or 'against', or to 'abstain' from voting). If a Shareholder appoints the Chairman of the Meeting as their proxy and the Shareholder does not direct the Chairman how to vote on Resolutions 2-4, by completing and returning the proxy form, the Shareholder will be expressly authorizing the Chairman of the Meeting to exercise their undirected proxy on Resolutions 2-4, even though those Resolutions are connected with the remuneration of the Key Management Personnel.

The Chairman of the Meeting intends to vote all undirected and available proxies in favour of each Resolution, with the exception of Resolution 4 where the Chairman intends to vote all undirected and available proxies against the Resolution.

The proxy form accompanying this Notice of Annual General Meeting provides further details on appointing proxies and lodging proxy forms.

VOTING ENTITLEMENTS

In accordance with Regulation 7.11.37 of the Corporations Regulations 2001, the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the register of Shareholders as at 9:30am (WST) on 23 November 2014. Transactions registered after that time will be disregarded in determining a person's entitlement to attend and vote at the Annual General Meeting.

EXPLANATORY STATEMENT

This Explanatory Statement is prepared to provide Shareholders with material information known to the Company to enable them to make an informed decision on how to vote on the business to be conducted at the Annual General Meeting of Global Construction Services Limited.

The Directors recommend Shareholders read this Explanatory Statement in full before making any decision in respect to the Resolutions.

Certain terms and abbreviations used in this Explanatory Statement have defined meanings which are explained in the glossary at the end of this Explanatory Statement.

FINANCIAL STATEMENTS AND REPORTS

The first item of the Notice of Annual General Meeting deals with the consolidated Annual Financial Report of the Company for the financial year ended 30 June 2014 together with the Directors' Declaration and Report in relation to that financial year and the Auditor's Report on the Financial Statements. Shareholders should consider these documents and raise any matters of interest with the Directors when this item is being considered.

No resolution is required to be moved in respect of this item.

Shareholders will be provided a reasonable opportunity to ask questions or make comments in relation to these reports and on the business and management of the Company.

The Chairman will also provide Shareholders a reasonable opportunity to ask the Auditor questions in respect of:

- The conduct of the audit;
- The preparation and content of the independent Audit Report;
- The accounting policies adopted by the Company in relation to the preparation of accounts; and
- The independence of the Auditor in relation to the conduct of the audit.

RESOLUTION 1: RE-ELECTION OF MR PETER WADE

In accordance with article 6.3 of the Company's Constitution, Mr Wade will retire by rotation and, being eligible, offers himself for re-election at the Annual General Meeting.

Mr Peter Wade holds a Bachelor of Engineering (Hons) and has over forty years of experience in engineering, construction, project management, mining, and infrastructure services. As an Executive of the Transfield Group, Mr Wade was responsible for a number of significant construction, building, and operation projects including, the Melbourne City Link, the Airport Link, the Northside Storage Tunnel, and the Collinsville and Smithfield Power Plants.

Mr Wade has been the Managing Director of Crushing Services Pty Ltd and PIHA Pty Ltd since 1999 and Minerals International Pty Ltd since 2002 (now all wholly owned subsidiaries of Mineral Resources Limited). In 2006, with the formation and listing of Mineral Resources Limited, Mr Wade was appointed as Managing Director and has overseen a sustained period of successful development and growth. In 2008, Mr Wade was appointed the Executive Chairman of Mineral Resources Limited. On 16 November 2012, Mr Wade was appointed as Non-Executive Chairman of Mineral Resources Limited.

The Board of Directors, other than Mr Wade because of his interest in Resolution 1, recommends Shareholders vote in favour of the Resolution.

RESOLUTION 2: APPROVAL OF PERFORMANCE RIGHTS PLAN

The Board has resolved to adopt a Performance Rights Plan (PRP). The PRP is an incentive plan designed to increase the motivation of staff and create a stronger link between increasing shareholder value and employee reward. While the Board has no current plans to grant rights under the PRP, it believes that having the PRP will allow the Board additional flexibility in recruiting and retaining the talented people needed to achieve the Company's business objectives and providing incentives to employees to focus on performance that creates shareholder value. The PRP will be used as Long Term Incentive styled remuneration plan to ensure that key executive who currently do not own significant shares in GCS, can be incentivized and retained so that there is a long term alignment of interests between the executive and our shareholders, to achieve greater shareholder value.

As part of investor feedback to the first strike result at the 2013 AGM against the Remuneration Report, GCS sought the views of major and independent shareholders and proxy advisors, with the strong feedback being that PRP should be considered as a mechanism for the board to use to retain and incentivize key staff. The Board and remuneration committee will look to implement an earnings per share and total shareholder return vesting hurdles as part of any PRP allocation to key executives.

Notice of General Meeting

(CONTINUED)

The Company wishes to exempt issues of securities under the PRP from contributing towards the rolling annual limit of 15% of issued ordinary shares prescribed by Listing Rule 7.1. This limit otherwise applies to all new issued equity securities made without shareholder approval. Shareholder approval of the PRP is sought under Listing Rule 7.2 exception 9(b) whereby shareholders may approve, in advance, the issue of securities made under an employee incentive scheme as an exception to the limit under Listing Rule 7.1. As the Board has only recently adopted the PRP, no securities have yet been issued under it.

The grant of any rights to Directors will require specific Shareholder approval under Listing Rule 10.14. The Company is not seeking approval for the grant of any rights to Directors at the Meeting.

Summary of the key terms of PRP

A summary of the key terms of the PRP is set out below. Shareholders may obtain a copy of the full rules of the PRP from the Company Secretary on request.

Rules of the PRP

The PRP authorises the grant of performance rights (Rights) to eligible participants (Participants). Eligibility to participate and the number of Rights offered will be determined by the Board.

A Right will vest to the extent that any applicable performance or other vesting conditions (Vesting Conditions) specified at the time of the grant are satisfied or waived by the Board.

The Board has discretion to set the terms and conditions on which it will offer the Rights under the PRP, including the Vesting Conditions and any waiver of the rules of the PRP or the terms and conditions of the offer. As noted previously, the board and remuneration committee currently intend to implement an earnings per share and total shareholder return vesting hurdles as part of any PRP allocation to key executives.

Upon vesting of a Right, each Right will convert to a Share unless the Board determines to satisfy the Participant's entitlement through a cash payment in lieu of an allocation of Shares.

Shares issued under the PRP will rank equally with all other issued Shares from the date of issue. The Company will apply for quotation of Shares issued under the PRP on the ASX.

Voting and dividend rights

Rights will not carry any voting or dividend rights.

Shares allocated on vesting of a Right will carry the same rights and entitlements as ordinary fully paid shares, including dividend and voting rights.

Variation of terms and conditions

To the extent permitted by the Listing Rules and the Corporations Act, the Board retains the discretion to vary the rules of the PRP and the terms and conditions of Rights granted under the PRP. This includes the number of Rights and the number of Shares to which a Participant is entitled to upon a corporate action or a reorganization of capital of the Company to minimize or eliminate any material advantage or disadvantage to Participants.

Issue or transfer of Shares

Shares allocated to eligible Participants may be issued by the Company, procured by transferring Shares to the participant or procured by setting aside Shares for the Participant.

No dealings in respect of Rights

All dealings in respect of Rights issued under the PRP are prohibited unless the Board determines otherwise or the dealing is required by law and the Participant has provided satisfactory evidence to the Company.

Lapse of Rights

Rights will lapse if the applicable Vesting Conditions are not met during the prescribed period.

Claw back

The rules of the PRP contain a mechanism for the Board to claw back or adjust any Rights that vest (or may vest) in certain circumstances, including fraud or dishonesty, breach of obligations, or material misstatements or omissions in the Company's financial statements.

Cessation of employment

The PRP contains provisions concerning the treatment of vested and unvested Rights in the event that a participant ceases employment.

Unless the Board determines otherwise, if a Participant ceases employment by reason of resignation, termination for poor performance or termination for cause, all Rights held by the Participant will lapse.

Unless the Board determines otherwise, if a Participant ceases employment for any other reason, including by reason of death, total and permanent disablement, redundancy or retirement, all Rights will continue to be held by the Participant subject to the rules of the PRP and any applicable Vesting Conditions (except that any continuous service condition will be deemed to have been waived).

Change of control of the Company

The Board has the discretion to accelerate the vesting of Rights in the event of a change of control, having regard to all relevant circumstances (including the extent to which any applicable Vesting Conditions have been met). It may choose to exercise this discretion at the time of grant of any Rights under the PRP. Any other unvested Rights will lapse or be forfeited (as applicable) unless the Board determines otherwise.

RESOLUTION 3: REMUNERATION REPORT

The Directors' Report for the year ended 30 June 2014 contains a Remuneration Report which sets out the policies, remuneration details and service agreements for the remuneration of Directors and Executives of the Company. In accordance with Section 250R(2) of the Corporations Act, a resolution for adoption of the remuneration report is required to be considered and voted on by Shareholders.

The Remuneration Report is set out in the Company's 2014 Annual Report which is also available on the Company's website (www.gcs-group.com.au). Shareholders will be provided a reasonable opportunity to ask questions or make comments on the Remuneration Report.

The vote on the adoption of the Remuneration Report is advisory only and does not bind the Directors or the Company. However, as explained below, if at least 25% of the votes cast are against adoption of the Remuneration Report, there will be consequences for the Company and the Board.

Spill Meeting

At last year's Annual General Meeting, the Company received a "no" vote of 30.9% in regard to the remuneration report of the 2013 Annual General Meeting (i.e. greater than 25% of the votes were cast against the 2013 remuneration report). Because the votes against exceeded 25% of the votes cast, the Company received what is known as a 'first strike'.

If the votes against the 2014 Remuneration Report again exceed 25% of the votes cast, the Company will receive a 'second strike' and Resolution 4 will be put to the Meeting. If Resolution 4 is put to the Meeting and passed, then it will be necessary for the Board to convene a further general meeting of the Company (the "Spill Meeting") within 90 days to consider the composition of the Board.

Changes to the Company's Remuneration Practices Since Last Year

Following on from the no vote against the Remuneration Report at the Company's Annual General Meeting in 2013 and leading into FY15, the Company has invested considerable time in engaging with key stakeholders and advisors to improve the remuneration governance framework.

At the 2013 Annual General Meeting (AGM) the Company recorded a "strike" against approval of its Remuneration Report. Under the Corporations Act, a strike occurs when more than 25% of eligible votes cast are against the resolution to adopt the Remuneration Report. Since the strike was recorded Global Construction Services Limited has been diligent in examining the issues raised, and has sought input regarding the appropriate changes required from:

- Shareholders; and
- Proxy advisors and stakeholder representative groups.

Notice of General Meeting

(CONTINUED)

Following the feedback from shareholders at the AGM, we identified a number of key areas for improvement which has resulted in a review of remuneration practices, policies and plans associated with Key Management Personnel ('KMP') remuneration. So as to develop an appropriate foundation for future practices, the Remuneration Committee has introduced a formal Remuneration Governance Framework which will consist of:

- A revised Remuneration Committee Charter which now mandates the development and maintenance of other Remuneration Governance Framework elements;
- A Senior Executive Remuneration Policy;
- A Short Term Incentive (STI) Policy & Procedure document; and
- A Long Term Incentive (LTI) Policy & Procedure document.

The Remuneration Committee will look to implementing the above during FY15 together with assistance from an external remuneration consultant.

The above changes together with shareholder and proxy advisor groups, the Board of Global Construction Services Limited kindly seeks shareholder support in considering the considerable efforts of the board to improve remuneration governance, practices and outcomes in relation to the strike. We would be grateful if shareholders acknowledge that this process commenced in FY14 and will continue through FY15 to allow the finalization and implementation of the changes. As a result, the remuneration policies and practices for FY14 that we are reporting against do not fully reflect the changes the board have made in response to feedback from shareholders.

As noted earlier in the remuneration report, I can confirm that there were no short term incentives paid during FY14 for current directors and KMP. In addition, there were no salary increases above current contractual requirements and/or CPI and contractual terms. The executive directors have held significant equity positions in the company which provides sufficient incentive to strive towards their STI KPI objectives.

In light of the noted considerations, the board has taken the following steps:

Proposed changes for 2015	Rationale
Fixed remuneration	There will not be any increase above current contractual requirements and/or CPI and contractual terms
Short term incentive plan "STIP"	To be restructured – no STI paid in FY14
Long Term Incentive Plan "LTIP"	Planning to implement LTI plan – refer resolution 2 of this Notice of Meeting
NED fees to remain frozen	NED fees to remain frozen and in line with fees from 2013 and 2014

RESOLUTION 4: BOARD SPILL MEETING

This Resolution will only be put to a vote at the Meeting if at least 25% of the votes cast on the Resolution to adopt the Remuneration Report (Resolution 3) are cast against the adoption of the report.

If this Resolution is put to the Meeting and passed, then it will be necessary for the Board to convene a Spill Meeting of the Company within 90 days of the AGM in order to consider the composition of the Board.

Section 250V of the Corporations Act, which sets out the statutory requirements of a Spill Meeting resolution, applies to all of the Directors (except for the Group Managing Director) in office when the Board resolution to make the Directors' Report for the financial year (ended 30 June 2014) was passed. Consequently, if the Spill Meeting is held, the following Directors will automatically vacate office at the conclusion of the Spill Meeting unless they are willing to stand for re-election and are re-elected at that meeting:

- Peter Wade;
- George Chiari; and
- Sam Mangione.

Shareholders should be aware that there will be an associated cost to the Company for the holding of a Spill Motion Meeting.

If Resolution 4 is put to the Meeting, the Directors unanimously recommend that Shareholders vote against Resolution 4 on the basis that it would be disruptive to the Company and its business.

ENQUIRIES

Shareholders are invited to contact the Company Secretary, Mr Gabriel Chiappini on +61 8 9479 7990 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

The following terms have the following meanings in this Explanatory Statement;

“Accounting Standards” has the meaning given to that term in the Corporations Act; **“Annual General Meeting”** means the annual general meeting, the subject of the Notice; **“Annual Report”** means the annual report of the Company for the year ended 30 June 2014;

“ASX” means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited;

“Board” means the board of Directors;

“Closely Related Party” has the meaning given to the term in the Corporations Act; **“Company”** means Global Construction Services Limited ABN 81 104 662 259; **“Constitution”** means the Constitution of the Company;

“Corporations Act” means the *Corporations Act 2001* (Cth);

“Director” means a director of the Company;

“Explanatory Statement” means this Explanatory Statement accompanying the Notice;

“GCS Group” means the Company and each of its subsidiaries;

“Key Management Personnel” has the meaning given to that term in Accounting Standards;

“Listing Rules” means the Listing Rules of the ASX;

“Meeting” means the annual general meeting, the subject of this Notice;

“Notice” or **“Notice of Meeting”** means the notice of annual general meeting accompanying the Explanatory Statement;

“Restricted Voter” means Key Management Personnel and their Closely Related Parties;

“Resolution” means a resolution subject of the Notice;

“Share” means an ordinary fully paid share in the capital of the Company;

“Shareholder” means a holder of Shares; and

“WST” means Australian Western Standard Time.

Our people are the key to
our success — experienced,
diverse and multi-skilled.

Ph: 139 GCS (139 427)
www.gcs-group.com.au





Global Construction Services Limited
ABN 81 104 662 259

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

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 764 094
(outside Australia) +61 3 9415 4266

Proxy Form

For your vote to be effective it must be received by 9:30am (WST) Sunday 23 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, 24 hours a day, 7 days a week:

www.gcs-group.com.au

Review and update your securityholding

www.investorcentre.com

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.



I 9999999999

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 Global Construction Services 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 Global Construction Services Limited to be held at Studio 2, Level 1, The Crown Perth Convention Centre, Crown Perth, Great Eastern Highway, Burswood, Western Australia on Tuesday, 25 November 2014 at 9:30am (WST) 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 Resolutions 2 - 4 (except where I/we have indicated a different voting intention below) even though Resolutions 2 - 4 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

The Chairman of the Meeting intends to vote undirected proxies in favour of each Item of business with the exception of Resolution 4 where the Chairman of the Meeting intends to vote against.

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 Resolutions 2 - 4 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
Resolution 1	Re-election of Mr Peter Wade	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of Performance Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Adopt Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Spill motion (only required should resolution 3 fail in the event of a 2nd strike on Remuneration Report)	<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 with the exception of Resolution 4 where the Chairman of the Meeting intends to vote against. 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 / /