

TRANSFIELD SERVICES LIMITED NOTICE OF 2014 ANNUAL GENERAL MEETING



Dear Shareholder,

Please find enclosed the Notice of Meeting (**Notice**) for Transfield Services Limited's (**Transfield Services** or **Company**) 2014 Annual General Meeting (**AGM**), which will be held at 1.30pm (AEDT) on Wednesday, 5 November 2014 at the AGL Theatre, Museum of Sydney, 37 Phillip Street (Corner Bridge Street), Sydney, New South Wales.

The Notice sets out the items of business to be considered and voted on at the AGM. At the meeting, the Company's Chief Executive Officer and Managing Director, Graeme Hunt and I will discuss recent developments at Transfield Services. As a shareholder, you will have an opportunity to meet the Board of directors and comment on the Company's management and performance.

If you are attending the AGM, please bring the enclosed personalised proxy form with you to facilitate registration.

If you are unable to attend, you are encouraged to appoint a proxy to attend and vote on your behalf, either online at www.investorvote.com.au or using the enclosed proxy form.

The proxy form must be received by our share registry, Computershare, by 1.30pm (AEDT) on Monday, 3 November 2014 in accordance with the instructions contained in this Notice.

I would like to thank you for your support of Transfield Services, and I look forward to seeing you at the AGM.

Yours sincerely,

A handwritten signature in black ink, appearing to read "Diane Smith-Gander".

Diane Smith-Gander

Chairman

1 October 2014

NOTICE OF 2014 ANNUAL GENERAL MEETING

Notice is given that the 2014 AGM of Transfield Services will be held at 1.30pm (AEDT) on Wednesday, 5 November 2014 at the AGL Theatre, Museum of Sydney, 37 Phillip Street (Corner Bridge Street), Sydney, New South Wales. Registration will commence at 12.30pm (AEDT).

BUSINESS

ITEM 1: FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Financial Report of the Company and its controlled entities, including the Directors' Declaration and the Reports of the Directors and the Auditor for the financial year ended 30 June 2014.

ITEM 2: ELECTION OF DIRECTORS

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

Item 2(a)

"That Mr Dean Pritchard, a Director appointed in accordance with clause 56.1 of the Company's Constitution, and being eligible, offers himself for election, be elected as a Director of the Company."

Item 2(b)

"That Ms Kathy Hirschfeld, a Director appointed in accordance with clause 56.1 of the Company's Constitution, and being eligible, offers herself for election, be elected as a Director of the Company."

Item 2(c)

"That Mr Geoff Kleemann, a Director appointed in accordance with clause 56.1 of the Company's Constitution, and being eligible, offers himself for election, be elected as a Director of the Company."

ITEM 3: RE-ELECTION OF DIRECTORS

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

Item 3(a)

"That Mr Douglas Snedden, a Director retiring in accordance with clause 58.1 of the Company's Constitution, and being eligible, offers himself for re-election, be re-elected as a Director of the Company."

Item 3(b)

"That Mr Roy McKelvie, a Director retiring in accordance with clause 58.1 of the Company's Constitution, and being eligible, offers himself for re-election, be re-elected as a Director of the Company."

ITEM 4: 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 2014 and as set out in the 2014 Annual Report on pages 50 through to 71 be adopted."

Voting exclusion statement in respect of Item 4:

The Company will disregard any votes cast (in any capacity) on Item 4 by or on behalf of a member of the Key Management Personnel (KMP) or a KMP's closely related party unless the vote is cast:

- *as proxy for a person entitled to vote on Item 4 in accordance with a direction on the proxy form; or*
- *by the Chairman of the meeting as proxy for a person entitled to vote on Item 4 pursuant to an express authorisation on the proxy form to vote as the Chairman sees fit (even though the resolution is connected directly or indirectly with the remuneration of a member of the KMP).*

Key Management Personnel and closely related party are defined in the Corporations Act 2001 (Cth) (**Corporations Act**). A closely related party includes a spouse, dependant and certain other close family members, as well as any companies controlled by the KMP.

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company.

NOTICE OF 2014 ANNUAL GENERAL MEETING

ITEM 5: APPROVAL OF ISSUE OF PERFORMANCE AWARDS TO MANAGING DIRECTOR/CEO GRAEME HUNT AS A MEDIUM TERM INCENTIVE FOR THE FINANCIAL YEAR ENDED 30 JUNE 2014

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

“That for the purposes of ASX Listing Rule 10.14 and 10.15 and for all other purposes, shareholders approve the issue to Graeme Hunt of a total of 539,784 Awards to acquire shares in the Company (as the deferred component of a short term incentive in the form of a medium term incentive for the financial year ended 30 June 2014) under the TranShare Executive Performance Award Plan in accordance with the terms of the Plan and on the basis summarised in the Explanatory Notes accompanying this Notice of Meeting.”

A voting exclusion statement applies to this resolution (see item 5 of the Explanatory Notes).

ITEM 6: APPROVAL OF ISSUE OF PERFORMANCE AWARDS TO MANAGING DIRECTOR/CEO GRAEME HUNT AS A LONG TERM INCENTIVE FOR THE FINANCIAL YEAR ENDING 30 JUNE 2015

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

“That for the purposes of ASX Listing Rule 10.14 and 10.15 and for all other purposes, shareholders approve the issue to Graeme Hunt of Awards to acquire ordinary shares in the Company (as a long term incentive for the financial year ending 30 June 2015) under the TranShare Executive Performance Award Plan in accordance with the terms of the Plan and on the basis summarised in the Explanatory Notes accompanying this Notice of Meeting.”

A voting exclusion statement applies to this resolution (see item 6 of the Explanatory Notes).

By Order of the Board

1 October 2014



Angelique Nesbitt

Company Secretary

INFORMATION FOR SHAREHOLDERS

Eligibility to vote

For the purposes of determining entitlement to vote at the AGM, Transfield Services shares will be taken to be held by those registered holders as at 7.00pm (AEDT) on Monday, 3 November 2014. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to vote at the AGM.

Admission to AGM

If you are attending the AGM, please bring your personalised proxy form with you. The bar code at the top of the proxy form will help you register. If you do not bring your proxy form with you, you will still be able to attend the AGM, but representatives from Computershare will need to verify your identity.

In accordance with section 250D of the Corporations Act, a corporate shareholder is required to appoint an individual as its representative to exercise its powers at the AGM. Corporate representatives are requested to bring a copy of the letter of representation pursuant to which they were appointed. A letter of representation may be obtained from Computershare (Computershare's details are set out on page 12 of this Notice). If satisfactory evidence of the appointment of the corporate representative is not received, then the representative will not be permitted to act on behalf of the corporate shareholder.

This will also apply where you appoint a body corporate as your proxy. The body corporate will need to ensure that it appoints an individual as its corporate representative to attend and vote for that corporation at the AGM.

Attorneys are requested to bring a certified copy of the power of attorney pursuant to which they were appointed. Proof of identity will also be required.

Appointing a Proxy

If you are entitled to attend and vote at the AGM, you can appoint a proxy to attend and vote on your behalf. A personalised proxy form is included with this Notice of Meeting. A proxy need not be a shareholder of Transfield Services and may be an individual or a body corporate. If you appoint a proxy you may direct your proxy how to vote by following the instructions on the proxy form, and you are encouraged to do so.

If a shareholder appoints a body corporate, that body corporate will need to ensure it appoints an individual as its corporate representative to exercise its powers at the AGM in accordance with section 250D and as set out above.

If you are entitled to cast two or more votes, you may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If you do not specify a proportion or number, each proxy may exercise half of the votes.

If you appoint a proxy, you may still attend the AGM. However, your proxy's rights to speak and vote are suspended while you are present. Accordingly, you will be asked to revoke your proxy if you register at the AGM.

Online Proxy Facility

You may also submit your proxy appointment electronically via www.investorvote.com.au.

Note that a proxy cannot be appointed online if they are appointed under a power of attorney. This online proxy facility may not be suitable for some shareholders who wish to split their votes on an item of business or appoint two proxies with different voting intentions.

Important information in respect of proxy voting on Item 4 (Remuneration Report)

The key management personnel (**KMP**) of the Company (other than the Chairman) and their closely related parties will not be able to vote your proxy on Item 4 unless you direct them how to vote. If you intend to appoint a member of the KMP other than the Chairman or their closely related party as your proxy, please ensure that you direct them how to vote on Item 4.

If you intend to appoint the Chairman of the meeting as your proxy (or if she is appointed your proxy by default), you can direct her to vote by marking the boxes for Item 4 (ie by directing her to vote 'for', 'against' or 'abstain'). If you do not direct the Chairman of the meeting how to vote on Item 4, you will be taken to have expressly authorised the Chairman to exercise your proxy as she decides (in which case, the Chairman of the meeting intends to vote in favour of that item of business).

The Chairman of the Meeting intends to vote all available proxies in favour of all items of business, including in relation to Item 4.

Lodging your Proxy

To be effective, proxies (together with any power of attorney or other authority under which the appointment was signed or a certified copy of the authority) must be received no later than 1.30pm (AEDT) on Monday, 3 November 2014.

INFORMATION FOR SHAREHOLDERS

You can lodge your proxies by any of the following methods:

(a) by mail, in the return addressed envelope provided:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

(b) online via www.investorvote.com.au:

Please submit your votes electronically by entering the control number on the front page of the proxy form and follow the prompts.

(c) by fax:

Computershare Investor Services Pty Limited
1800 783 447 (within Australia)
+ 61 3 9473 2555 (outside Australia)

(d) in person:

Computershare Investor Services Pty Limited
Level 4, 60 Carrington Street
Sydney NSW 2000
Australia

(e) at Transfield Services' registered office:

Transfield Services Limited
Level 10, 111 Pacific Highway
North Sydney NSW 2060
Australia
marked for the attention of the Company Secretary.
Fax number: +61 2 9464 1618

Custodian on-line voting

For custodians who are subscribers of Intermediary Online, please submit your votes electronically at www.intermediaryonline.com

Required majority

The resolutions described in each item of the Business section of this Notice are ordinary resolutions. Each will be passed if at least 50% of votes cast by shareholders entitled to vote on the resolution are cast in favour of the resolution.

Questions and comments by shareholders

In accordance with the Corporations Act, a reasonable opportunity will be given to shareholders to ask questions or make comments on the management of Transfield Services at the AGM.

Similarly, a reasonable opportunity will be given to shareholders to ask Transfield Services' external auditor, KPMG, questions relevant to:

- the conduct of the audit;
- the preparation and content of the auditor's report;
- the accounting policies adopted by Transfield Services in relation to the preparation of its financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

Shareholders may also submit a written question to KPMG (via Transfield Services) if the question is relevant to:

- the content of KPMG's audit report; or
- the conduct of its audit of Transfield Services' annual financial reports for the year ended 30 June 2014.

Relevant questions for KPMG must be received no later than 5.00pm (AEDT) on Wednesday, 29 October 2014. A list of those relevant written questions will be made available to shareholders attending the AGM.

KPMG will either answer the relevant questions at the AGM or table written answers to them at the AGM. If written answers are tabled at the AGM, they will be made available to shareholders as soon as practicable after the AGM, on the Transfield Services website, www.transfieldservices.com

Please send any relevant questions for KPMG by 5.00pm (AEDT) on Wednesday, 29 October 2014 to:

- Computershare (Computershare's contact details are set out on page 12 of this Notice); or
- Transfield Services at our registered office, Level 10, 111 Pacific Highway, North Sydney NSW 2060 Australia, marked for the attention of the Company Secretary.

EXPLANATORY NOTES

The Explanatory Notes have been prepared to assist shareholders to understand the business to be put to the shareholders at the AGM.

ITEM 1: FINANCIAL STATEMENTS AND REPORTS

The financial statements and reports relate to the period from 1 July 2013 to 30 June 2014.

The Corporations Act requires the Financial Report (which includes the financial statements and Directors' Declaration), the Directors' Report and the Auditor's Report to be laid before the AGM. The Company's Constitution provides for these reports to be considered at the AGM.

There is no requirement in either the Corporations Act or the Constitution for shareholders to approve the Financial Report, the Directors' Report or the Auditor's Report.

Shareholders will be given a reasonable opportunity at the AGM to ask questions and make comments on these reports and on the business and operations of the Company. Shareholders will also be able to ask questions of the auditor, KPMG.

The documents are available on the Company's website: www.transfieldservices.com

ITEM 2: ELECTION OF DIRECTORS

Item 2(a) - Election of Mr Dean Pritchard as a Director

Dean was appointed a Director on 28 October 2013 and is Chair of the Health, Safety, Environment and Community Committee and a member of the Risk, Audit and Compliance Committee.

Dean had a successful 27 year career as a contractor in the property, engineering, construction and services industries, including five years as Chief Executive of major construction group Baulderstone Hornibrook.

Following his executive career, Dean served on a number of boards from a range of sectors including RailCorp in NSW, IT services company ICS Global Limited, mining company Zinifex Limited, power generation corporation Eraring Energy and Spotless Group Limited. Dean is currently a director of Arrium Limited, OZ Minerals Limited and Steel and Tube Holdings Limited.

Dean holds a Bachelor of Engineering degree, is a Fellow of the Institution of Engineers Australia, a Chartered Professional Engineer and a Fellow of the Australian Institute of Company Directors.

Recommendation

The Board (with Mr Dean Pritchard abstaining) unanimously recommends that shareholders vote in favour of the election of Mr Dean Pritchard.

Item 2(b) - Election of Ms. Kathy Hirschfeld as a Director

Kathy was appointed a Director on 28 October 2013 and is a member of the Human Resources Committee and a member of the Health, Safety, Environment and Community Committee.

Kathy worked for around 20 years with BP in a variety of roles, rising from the position of Refinery Operations Superintendent in Perth, through exploration, production and refining commercial management positions in the UK, to Managing Director of its Anatolian Refining Company in Turkey.

She subsequently returned to Australia in 2005, managing BP's Bulwer Island refinery in Brisbane as well as being an Executive Director of BP Australasia from 2009 to 2010.

Kathy holds a Bachelor of Engineering (Chemical) degree and is a Fellow of the Australian Academy of Technological Sciences and Engineering, the Institution of Chemical Engineers and Engineers Australia.

Recommendation

The Board (with Ms Kathy Hirschfeld abstaining) unanimously recommends that shareholders vote in favour of the election of Ms Kathy Hirschfeld.

Item 2(c) - Election of Mr Geoff Kleemann as a Director

Mr Kleemann was appointed a director on 19 September 2014 and is a member of the Risk and Audit and Compliance Committee and the Human Resources Committee.

Geoff commenced his career as a Chartered Accountant working with Deloitte before progressing to the industrial sector as Chief Accountant at Industrial Equity Limited and Financial Director at Pioneer Concrete.

EXPLANATORY NOTES

Geoff has subsequently held senior financial executive positions over a 14 year period across the media, publishing and large commercial retail sectors.

With over 20 years experience as Chief Financial Officer in a listed company environment, Geoff has a diversity of experience as a result of working at Crown Limited, Publishing & Broadcasting Limited and Woolworths Limited.

Mr Kleemann is currently a director of Asciano Limited and is Chair of its Audit and Risk Committee and a member of its Remuneration Committee and the Nomination and Succession Planning Committee.

Geoff has completed qualifications as a Chartered Accountant and is a member of Institute of Chartered Accountants Australia.

Recommendation

The Board (with Mr Geoff Kleemann abstaining) unanimously recommends that shareholders vote in favour of the election of Mr Geoff Kleemann.

ITEM 3: RE-ELECTION OF DIRECTORS

Item 3(a) Re-election of Mr Douglas Snedden as a Director

Doug was appointed a Director on 21 December 2009 and is Chair of the Human Resources Committee and a member of the Risk, Audit and Compliance Committee and the Health, Safety, Environment and Community Committee.

Doug has more than 30 years' experience in finance, consulting, strategic management and outsourcing, largely gained through a distinguished career at Accenture (formerly Andersen Consulting). Doug retired from Accenture and the position of Managing Director of Accenture's Australian business in June 2008. Doug joined Arthur Andersen & Co in 1979, and during his time at Andersen Consulting (and then Accenture), held a number of senior positions in the company in Australia, as well as the United Kingdom, South Africa, USA and throughout the Asia Pacific region.

Doug is a director of Hillgrove Resources Limited and UXC Limited and is an active member of the community, also serving on the boards of arts, medical and community organisations. Doug is currently Chairman of Odyssey House NSW, Chris O'Brien Lifehouse, and a director of the Black Dog Institute and National Library of Australia Foundation.

Doug holds a Bachelor of Economics and Accounting degree.

Recommendation

The Board (with Mr Douglas Snedden abstaining) unanimously recommends that shareholders vote in favour of the re-election of Mr Douglas Snedden.

Item 3(b) Re-election of Mr Roy McKelvie as a Director

Roy was appointed a Director on 31 August 2012 and is a member of the Risk, Audit and Compliance Committee and the Human Resources Committee.

Roy has more than 20 years' investment management and private equity experience in executive and non-executive Director/Chairman roles in the retail, business services, financial services and resources industries. He is currently chairman of Condor Energy Services Limited and Investment Board of AMB Capital Partners Limited

Roy was formerly Chief Executive Officer of Transfield Holdings. Prior to this role, he was Managing Director and Chief Executive Officer of Gresham Private Equity Limited where he was also a Director of Gresham Partners Limited and a member of the company's Executive Committee.

Prior to joining Gresham, Roy served as Managing Director of the investment arm of Deutsche Bank AG as Asian Head of Deutsche Bank Capital Partners in Hong Kong. Prior to this, he spent over 10 years with 3i as a Director of 3i plc in Europe where he led over 60 transactions in various industries and jurisdictions.

Roy holds a Master of Business Administration and a Bachelor of Science (Production Engineering).

Recommendation

The Board (with Mr Roy McKelvie abstaining) unanimously recommends that shareholders vote in favour of the re-election of Mr Roy McKelvie.

EXPLANATORY NOTES

ITEM 4: ADOPTION OF REMUNERATION REPORT

The Board submits its Remuneration Report for the year ended 30 June 2014 to shareholders for consideration and adoption by way of non-binding resolution.

The Remuneration Report is set out on pages 50 to 71 of the 2014 Annual Report. This report can also be found on the Company's website at www.transfieldservices.com. The report:

- explains the Company's remuneration principles relating to the nature and amount of the remuneration of directors, senior managers and other group executives of the Company;
- discusses the relationship between such principles and the Company's performance; and
- sets out remuneration details for each director and for each relevant executive of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

The vote on the Remuneration Report is advisory only and will not bind the Company, however the Board places importance on the outcome of the vote and will take it into account when considering the Company's remuneration policy.

A voting exclusion applies to this item of business, as set out in the Notice of Meeting.

The Chairman of the meeting intends to vote all available proxies in favour of this item of business

Recommendation

The Board unanimously recommends that shareholders vote in favour of the adoption of the remuneration report.

ITEM 5: APPROVAL OF ISSUE OF PERFORMANCE AWARDS TO MANAGING DIRECTOR/CEO GRAEME HUNT AS A MEDIUM TERM INCENTIVE FOR THE FINANCIAL YEAR ENDED 30 JUNE 2014

Graeme Hunt was appointed as Transfield Services' Managing Director/CEO, commencing 1 January 2013.

Under the terms of his employment agreement, Mr Hunt was eligible to be granted a short term incentive (**STI**) of \$1,518,750 for the financial year ended 30 June 2014 (**FY14**).

Although an STI may be paid in cash, the Company adopts a policy of deferral of a portion of any STI granted to an executive and issues performance rights to acquire ordinary shares (**Shares**) in the Company (**Awards**) as a medium term incentive under the TranShare Executive Performance Award Plan (**Plan**) in lieu of making a cash payment. For the Managing Director/CEO of the Company, the STI deferral is 50% of any granted STI.

ASX Listing Rule 10.14 requires shareholder approval be obtained before a Director may be granted securities under the Plan. ASX Listing Rule 10.15 requires the Company to provide shareholders with certain information to enable shareholders to consider the relevant resolution (which information is set out below).

Accordingly, the Board has approved the grant of a total of 539,784 Awards to Mr Hunt as part of his STI for FY14 subject to shareholder approval. The details of the Awards granted to Mr Hunt as part of his STI are as follows

Board approval date	First exercisable and expiry	No. of Awards Granted	Share price used to determine No. of Awards
28 Aug 14	30 Sept 15	269,892	\$1.41
28 Aug 14	30 Sept 16	269,892	\$1.41

The gateway performance hurdles, which were applied by the Board to determine the amount of any STI for FY14, included both financial measures (specifically, earnings before interest and tax (**EBIT**) and a net profit after tax (**NPAT**) metrics) and non-financial measures (including individual performance objectives, such as people management targets and safety metrics). The gateway performance hurdles were met for FY14.

The 539,784 Awards, representing the deferred component of the STI granted to Mr Hunt, are subject to further vesting conditions which are tested at the first exercisable and expiry dates. Specifically, for the 539,784 Awards to vest, EBITDA for FY15 and FY16 should be greater than or equal to EBITDA for FY14, which was reported by the Company as \$216.7m.

The Share price used to determine the number of Awards issued to Mr Hunt as part of his STI was the volume weighted average price of Shares on the previous 5 trading days up to and including 28 August 2014 (being the date on which the Board approved the STI).

EXPLANATORY NOTES

Mr Hunt is the only Director entitled to participate in the Plan. The last time shareholder approval was sought pursuant to ASX Listing Rules 10.14 and 10.15 was the 2013 Annual General Meeting held on 25 October 2013. Since that date, the following Awards have been granted as medium term incentives (**MTI**) and long term incentives (**LTI**) under the Plan:

Name	Grant Date	No. of Awards Granted	Exercise Price
Mr Graeme Hunt	25 October 2013	588,490	\$nil
	25 October 2013	252,210	\$nil
	20 December 2013	1,728,400	\$nil
	25 October 2013	117,950	\$nil
	25 October 2013	117,950	\$nil

No loans are being entered into in respect of the grants of Awards to Graeme Hunt as part of his STI for FY14. These Awards will be issued to Mr Graeme Hunt as soon as practicable after the AGM and in any case no later than 12 months after the AGM.

Voting exclusion

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

- a Director of the Company (except one who is ineligible to participate in any employee incentive scheme in relation to the Company); and
- any associate of a Director (except one who is ineligible to participate in any employee incentive scheme in relation to the Company).

However, the Company need not disregard a vote if:

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

Recommendation

In light of the voting exclusion, the Board abstains from making a recommendation on this resolution.

ITEM 6: APPROVAL OF ISSUE OF PERFORMANCE AWARDS TO MANAGING DIRECTOR/CEO GRAEME HUNT AS A LONG TERM INCENTIVE FOR THE FINANCIAL YEAR ENDING 30 JUNE 2015

The Company is seeking approval for the grant of Awards as a long term incentive (**LTI**) under the Plan to Mr Graeme Hunt for the financial year ending 30 June 2015 (**FY15**).

ASX Listing Rule 10.14 requires shareholder approval be obtained before a Director may be granted securities under the Plan. ASX Listing Rule 10.15 requires the Company to provide shareholders with certain information to enable shareholders to consider the relevant resolution (which information is set out below).

The actual number of LTI Awards to be issued to Mr Hunt (and for which shareholder approval is sought) will be equal to \$1,507,509 divided by the volume weighted average price of Shares at the close of trading over a 5 day trading period (**5 Day VWAP**) prior to the grant date (**Reference Period**) (which grant date is expected to be within 1- 2 months after the AGM).

The table below provides an estimate of the number of LTI Awards to be granted to Mr Hunt in respect of FY15 based on:

- the 5 Day VWAP of Shares during the 5 trading days immediately prior to the date of printing this Notice of Meeting (being the period between Thursday, 18 September 2014 and Wednesday, 24 September 2014 inclusive);
- a 10% increase in the 5 Day VWAP of Shares;
- a 10% decrease in the 5 Day VWAP of Shares;
- the lowest closing price of Shares during the 12 month period immediately prior to the date of printing of this Notice of Meeting (being Wednesday, 24 September 2014).

Share Price	Value of LTI Awards	Awards to be Granted
\$1.54	\$1,507,509	978,901
\$1.69	\$1,507,509	892,017
\$1.39	\$1,507,509	1,084,538
\$0.75	\$1,507,509	2,010,012

The information contained in the above table is for illustrative purposes only. The number of LTI Awards that may be issued to Mr Hunt for FY15 may differ significantly from the above estimates depending on the price of Shares at or around the end of November 2014.

EXPLANATORY NOTES

The LTI Awards will be granted in two tranches with different performance measures and hurdles as follows:

- **Tranche A** - being 50% of the total value of the LTI Awards for FY15 and subject to the Company achieving a specified level of Average Capital Employed (**ROCE**) over 3 years; and
- **Tranche B** - being 50% of the total value of the LTI Awards for FY15 and subject to the Company achieving a specified increase in Relative Total Shareholder Return (**TSR**) over 3 years.

Each of the performance hurdles for Tranche A and Tranche B LTI Awards will be measured on the 3rd anniversary of the grant date of the LTI Awards.

The vesting schedule for Tranche A LTI Awards is as follows:

Transfield Services' ROCE Performance	Actual % of rights that vest up to tranche maximum
Below or equal to WACC- plus 1%	Nil
Equal to WACC- plus 3% (Target ROCE)	25%
Equal to WACC- plus 6% (Premium New Investment ROCE) or higher	50%

ROCE is defined as earnings before interest and tax divided by capital employed using a weighted average cost of capital basis (WACC). The ROCE hurdle relates to the Company achieving a minimum return over a three-year financial period.

Vesting of the Tranche A LTI Awards occurs on a relative basis at intervals between hurdle minimums and maximums. WACC is the Company's weighted average cost of capital for the Company and is based on the average of the 7 half-year WACC calculation for FY15, FY16 and FY17.

The vesting schedule for Tranche B MTI Awards is as follows:

Transfield Services' TSR ranking	Actual % of rights that vest up to tranche maximum
Below 51st percentile	Nil
51st percentile	10%
Between 51st percentile and 75th percentile	1.66% for each additional percentile above 51st percentile
75th percentile or higher	50%

TSR measures compound growth in the Company's TSR compared with the TSR performance of other companies primarily in the S&P / ASX 200 Industrials Index sectors of Capital Goods, Commercial and Professional Services, Materials, Energy Equipment and Services, and Transportation Road and Rail.

Vesting of LTI Awards shall be rounded down to the nearest whole number of Shares.

Each of Tranche A and Tranche B LTI Awards can vest independent of the other.

Mr Hunt is the only Director entitled to participate in the Plan. The last time shareholder approval was sought pursuant to ASX Listing Rules 10.14 and 10.15 was the 2013 Annual General Meeting held on 25 October 2013. Since that date, the following Awards have been granted as MTIs and LTIs under the Plan:

Name	Grant Date	No. Awards Granted	Exercise Price
Mr Graeme Hunt	25 October 2013	588,490	\$nil
	25 October 2013	252,210	\$nil
	20 December 2013	1,728,400	\$nil
	25 October 2013	117,950	\$nil
	25 October 2013	117,950	\$nil

No loans are being entered into in respect of the grants of LTI Awards to Graeme Hunt. The LTI Awards will be issued to Mr Graeme Hunt as soon as practicable after the Reference Period and in any case no later than 12 months after the AGM.

EXPLANATORY NOTES

Voting exclusion

In accordance with the ASX Listing Rules, the Company will disregard any votes cast on item 6 by:

- a Director of the Company (except one who is ineligible to participate in any employee incentive scheme in relation to the Company); and
- any associate of a Director (except one who is ineligible to participate in any employee incentive scheme in relation to the Company).

However, the Company need not disregard a vote if:

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

Recommendation

In light of the voting exclusion, the Board abstains from making a recommendation on this resolution.

**TRANSFIELD SERVICES LIMITED**

ABN 69 000 484 417

All correspondence to:
Computershare Investor Services Pty Limited

GPO Box 2975
Melbourne VIC 3001, Australia

Enquiries:

T: 1300 850 505 (within Australia)

T: +61 3 9415 4000 (outside Australia)

F: +61 3 9473 2500

www.computershare.com

The Transfield Services Limited 2014 Annual Report is
available at www.transfieldservices.com



TRANSFIELD Transfield Services Limited
SERVICES ABN 69 000 484 417

Lodge your vote:

Online:

www.investorvote.com.au
www.intermediaryonline.com
(Intermediary Online subscribers only)

By Mail:

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

In Person:

Computershare Investor Services Pty Limited
Level 4, 60 Carrington Street
Sydney NSW 2000 Australia

By Fax:

(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

At Transfield Services' registered office:

Transfield Services Limited
Attn: Company Secretary
Level 10, 111 Pacific Highway
North Sydney NSW 2060 Australia
Fax number: +61 2 9464 1618

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:

Control Number:

SRN/HIN:

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 1:30pm (AEDT) Monday, 3 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.

Default to the Chairman of the Meeting: Any directed proxies that are not voted on the poll at the Meeting will automatically default to the Chairman of the Meeting, who is required to vote proxies as directed.

Proxy voting by key management personnel: If you intend to appoint a member of the key management personnel (other than the Chairman) as your proxy, please ensure that you direct them how to vote on Items 4, 5 and 6 otherwise they will not be able to cast a vote as your proxy on those items.

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 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** ➔



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 Transfield 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 2014 Annual General Meeting of Transfield Services Limited to be held at the AGL Theatre, Museum of Sydney, 37 Phillip Street (Corner Bridge Street), Sydney NSW 2000 on Wednesday, 5 November 2014 at 1:30pm (AEDT) and at any adjournment and 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 Items 4, 5 and 6 (except where I/we have indicated a different voting intention below) even though Items 4, 5 and 6 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.**

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 Items 4, 5 and 6 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.

ITEMS	For	Against	Abstain
2(a) Election of Mr Dean Pritchard as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2(b) Election of Ms. Kathy Hirschfeld as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2(c) Election of Mr Geoff Kleemann as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(a) Re-election of Mr Douglas Snedden as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(b) Re-election of Mr Roy McKelvie as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval of issue of MTI performance awards to Managing Director/CEO for FY2014	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval of issue of LTI performance awards to Managing Director/CEO for FY2015	<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. In exceptional circumstances, the Chairman of the Meeting may change 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

____/____/____