



SERVICE STREAM LIMITED

# NOTICE OF ANNUAL GENERAL MEETING

2017





## 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 RACV City Club – Level 2, 501 Bourke Street, Melbourne, Victoria on Wednesday 18 October 2017 at 10.00am.

### 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 2017.

#### 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 2017 be adopted."

**Note:** The remuneration report is set out on pages 15 to 21 of the Company's 2017 annual report. The vote on this resolution is advisory only and does not bind the directors of the Company.

#### Resolution 2 — Re-election of Peter Dempsey

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

"That Peter Dempsey (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



**Nicole Goding**  
Company Secretary

**Date: 15 September 2017**

**Notes:**

1. A member entitled to attend and vote at this meeting is entitled to appoint one proxy or, if the member is entitled to cast two or more votes at the meeting, two proxies to attend and vote on behalf and instead of the member.
2. Where two proxies are appointed, the proxies may vote only if each proxy is appointed to represent a specified proportion of the member's voting rights.
3. A proxy need not be a member.
4. A proxy form accompanies this notice. To be valid, the proxy form together with the power of attorney or other authority (if any) under which the form is signed, or a certified copy of that power or authority, must be:
  - (a) received by the Company's share registrar, Computershare Investor Services Pty Limited by:
    - (1) hand delivery to "Yarra Falls", 452 Johnston Street, Abbotsford, Victoria 3067;
    - (2) post to GPO Box 242, Melbourne, Victoria, 8060; or
    - (3) facsimile on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)before 10.00am (Melbourne time) on Monday 16 October 2017; or
  - (b) received by the Company (addressed to the attention of Ms Nicole Goding, 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 10.00am (Melbourne time) on Monday 16 October 2017.
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 10.00am (Melbourne time) on Monday 16 October 2017. 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 16 October 2017 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 2017 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 11 October 2017. 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 2017 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 2017 Annual General Meeting within 2 days after the meeting at [www.servicestream.com.au/investors/agms\\_&\\_results\\_presentations](http://www.servicestream.com.au/investors/agms_&_results_presentations)

## Explanatory statement

### 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 18 October 2017.

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.

#### 1. 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 15 to 21 of the Company's 2017 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 2016 AGM, approximately 10% 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.

#### 2. Resolution 2 — Re-election of Peter Dempsey

The Company's constitution states the Company must hold an election of directors at each annual general meeting (rule 7.1(h)) and further that no director who is not a managing director may hold office beyond the third AGM following the meeting at which the director was last elected or re-elected (whichever is the later) (rule 7.1(f)). In determining the number of directors to retire, 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, Peter Dempsey retires by rotation at this year's annual general meeting and, being eligible, stands for re-election.

Peter Dempsey was appointed as Non-Executive Director of Service Stream Limited on 1 November 2010 and held the role of Chairman until February 2015. Peter has extensive construction and development experience and has been involved in these industries for the last 40 years. In 2003, he retired from A W Baulderstone Pty Ltd after a 30 year career, the last five years as Managing Director. Baulderstone undertook some of Australia's largest building and civil infrastructure projects with annual revenues up to \$1.5 billion during his tenure. The company was also involved in projects for the resources sector, with operations in all Australian mainland states, Papua New Guinea, Indonesia and Vietnam. Peter is Chairman of the Remuneration and Nomination Committee, a member of the Audit and Risk Committee and the Sustainability, Safety, Health & Environment Committee and is the lead Independent Director. As lead Independent Director, Peter assumed the role of Chairman of the Independent Board Committee established to oversee all aspects of evaluating the Techsafe acquisition, which received shareholder approval at the Company's Extraordinary Meeting held on 26 April 2017.

Peter is currently a Non-Executive Director of Monadelphous Limited, as well as holding other Board roles with private construction and charitable organisations.

Peter has held no other listed company directorships in the last three years.

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

## **CORPORATE DIRECTORY**

### **DIRECTORS**

Brett Gallagher  
Leigh Mackender  
Peter Dempsey  
Greg Adcock  
Raelene Murphy  
Deborah Page AM

### **COMPANY SECRETARY**

Vicki Letcher  
Nicole Goding

### **REGISTERED OFFICE**

Level 4  
357 Collins Street  
Melbourne Victoria 3000  
  
Tel: +61 3 9677 8888  
Fax: +61 3 9677 8877  
[www.servicestream.com.au](http://www.servicestream.com.au)

### **BANKERS**

Australia & New Zealand Banking Group  
HSBC Bank Australia Limited

### **SHARE REGISTRY**

Computershare Investor Services Pty Limited  
Yarra Falls  
452 Johnston Street  
Abbotsford Victoria 3067  
  
Tel: 1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)  
Fax: +61 3 9473 2500

### **AUDITORS**

PricewaterhouseCoopers

## 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

SSM

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

## Proxy Form

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### 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 10.00am (Melbourne time) on Monday 16 October 2017**

## 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

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I/We being a member/s of Service Stream Limited hereby appoint

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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 RACV City Club - Level 2, 501 Bourke Street, Melbourne, Victoria on Wednesday 18 October 2017 at 10.00am (Melbourne time) 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 Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 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 Resolution 1 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 | Adoption of Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 | Re-election of Peter Dempsey    | <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 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

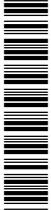
SSM

999999A

Computershare +

SSMRM

MR RETURN SAMPLE  
123 SAMPLE STREET  
SAMPLE SUBURB  
SAMPLETOWN VIC 3030



Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Service Stream Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited  
GPO Box 2975  
Melbourne Victoria 3001  
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

**Nicole Godling**  
**Company Secretary**  
**Service Stream Limited**