
SERVCORP LIMITED

ABN 97 089 222 506

Notice of 2008 Annual General Meeting and Explanatory Memorandum

Date: Wednesday 12 November 2008

Time: 5.00pm (Sydney time)

Place: Level 12 MLC Centre

19 Martin Place

Sydney NSW 2000

**TO BE VALID, FORMS OF PROXY FOR USE AT THE ANNUAL GENERAL
MEETING MUST BE COMPLETED AND RETURNED TO THE COMPANY
NO LATER THAN
5.00PM SYDNEY TIME ON 10 NOVEMBER 2008**

**THIS DOCUMENT IS IMPORTANT AND REQUIRES
YOUR IMMEDIATE ATTENTION.
IF YOU ARE IN ANY DOUBT ABOUT THE ACTION YOU SHOULD TAKE
PLEASE CONSULT YOUR STOCKBROKER, SOLICITOR, ACCOUNTANT OR
OTHER PROFESSIONAL ADVISER.**

Table of Contents

Section A - Notice of 2008 Annual General Meeting	2
Section B - Proxies and Voting	4
Section C - Explanatory Memorandum.....	8
Section D - Glossary	24
Section E - Proxy Form	25

Section A - Notice of 2008 Annual General Meeting

NOTICE IS HEREBY GIVEN that the ninth Annual General Meeting of the members of Servcorp Limited ACN 089 222 506 (**Servcorp** or the **Company**) will be held at Level 12, MLC Centre, 19 Martin Place, Sydney on Wednesday 12 November 2008 at 5.00pm (Sydney time).

Defined terms used in this Notice of Annual General Meeting have the meanings given to them in the Glossary accompanying this Notice of Annual General Meeting.

Ordinary business

Item 1 Annual financial report, directors' report and auditor's report

To receive and consider the financial report, the directors' report and the auditor's report in respect of the financial year ended 30 June 2008.

Item 2 Remuneration report

To consider and, if thought fit, to pass the following non-binding resolution:

"That the remuneration report be adopted for the financial year ended 30 June 2008."

Item 3 Election of directors

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

- (a) "That Mr Bruce Corlett, who retires by rotation in accordance with rule 6.1(f) of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a director of the Company."
- (b) "That Mr Taine Moufarrige, who retires by rotation in accordance with rule 6.1(f) of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a director of the Company."

Special business

Item 4 Approve amended Executive Share Option Scheme

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

"That for all relevant purposes the amended Executive Share Option Scheme tabled at the Meeting and signed by the Chairman for identification be approved as the Executive Share Option Scheme of the Company."

Item 5 Issue of Options to Taine Moufarrige

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

"That, in accordance with ASX Listing Rules 10.11 and 10.14 and section 208(1)(a)(i) of the Corporations Act, and for all other purposes, the Company be permitted and authorised to issue to Taine Moufarrige 50,000 Options to subscribe for 50,000 ordinary voting shares in the capital of the Company in accordance with the rules of the Company's Executive Share Option Scheme ("Scheme") and on the terms described in the Explanatory Memorandum accompanying the Notice of this meeting, and to the issue of ordinary shares to Taine Moufarrige (or his permitted nominee under the rules of the Scheme) upon valid exercise of those Options."

Item 6 Issue of Options to Marcus Moufarrige

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

"That, in accordance with ASX Listing Rules 10.11 and 10.14 and section 208(1)(a)(i) of the Corporations Act, and for all other purposes, the Company be permitted and authorised to issue to Marcus Moufarrige 50,000 Options to subscribe for 50,000 ordinary voting shares in the capital of the Company in accordance with the rules of the Company's Executive Share Option Scheme ("Scheme") and on the terms described in the Explanatory Memorandum accompanying the Notice of this meeting, and to the issue of ordinary shares to Marcus Moufarrige (or his permitted nominee under the rules of the Scheme) upon valid exercise of those Options."

Item 7 Other Business

To transact any other business that may be legally brought forward.

An explanation of the proposed resolutions is set out in the Explanatory Memorandum in Section C of this Notice of Meeting.

By order of the Board:

A handwritten signature in blue ink, appearing to read 'G L Pearce', enclosed within a circular scribble.

G L Pearce
Company Secretary

10 October 2008
Sydney

Section B - Proxies and Voting

Determination of membership and voting entitlement

For the purpose of determining a person's entitlement to attend and vote at the Meeting, a person will be recognised as a member of the Company and the holder of Shares if that person is registered as a holder of those Shares at 5:00 pm Sydney time on 10 November 2008, being 48 hours prior to the date of the Meeting.

Votes of members

On a show of hands, each member present in person or by proxy (or, in the case of a body corporate, by a representative) at the Meeting shall have one vote.

On a poll, every member present in person or by attorney or by proxy (or, in the case of a body corporate, by a representative) shall have one vote for each Share held by him, her or it provided that all Shares are fully paid.

Proxies

If you are entitled to attend and vote at the meeting, you can appoint a proxy to attend and vote on your behalf.

- (a) a member entitled to cast two or more votes may appoint no more than two proxies;
- (b) an instrument appointing a proxy must be in the form of the proxy form attached to this Notice of Annual General Meeting;
- (c) where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights. If a member appoints two proxies, and the appointment does not specify the proportion of the member's voting rights which each proxy may exercise, each proxy may exercise one-half of the voting rights;
- (d) a proxy need not be a member of the Company;
- (e) a proxy form may specify the manner in which the proxy is to vote in respect of a particular Resolution and, where a proxy form so provides, the proxy is not entitled to vote on the Resolution except as specified in the proxy form;
- (f) if a member appoints the Chairman of the meeting as the member's proxy and does not specify how the Chairman is to vote on an item of business, the Chairman will vote, as proxy for that member, in favour of that item;
- (g) a proxy has the authority to vote on the member's behalf as he or she thinks fit, on any motion to adjourn the Meeting, or any other procedural motion, unless the member gives a direction to the contrary;
- (h) a valid proxy form will be deemed to confer authority to demand or join in demanding a poll;
- (i) to be valid, a proxy form must be signed by the member or the member's attorney or, if the member is a corporation, executed in accordance with the corporation's constitution and the Corporations Act (and may be signed on behalf of the corporation by its attorney); and

- (j) to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed (or an attested copy of it) must be received by no later than 5.00pm on 10 November 2008:

with the Company:

- in person: Servcorp Limited
Level 12 MLC Centre
19 Martin Place
SYDNEY NSW 2000

with the Company's share registry:

- in person: Registries Limited
Level 7
207 Kent Street
SYDNEY NSW 2000
Australia
- Or - by mail: Registries Limited
GPO Box 3993
SYDNEY NSW 2001
Australia
- Or - by facsimile +61 2 9279 0664

Voting exclusion statements

Item 5

The Company notes that Item 5 seeks approval of shareholders pursuant to ASX Listing Rule 10.11, ASX Listing Rule 10.14 and section 208(1)(a)(i) of the Corporations Act. Each of these provisions has slightly different restrictions on the votes which must be excluded. Accordingly, the Company will exclude from voting any persons required to be excluded under any one or more of these provisions. The voting exclusions for each of the provisions are detailed below.

In accordance with the notice requirements of ASX Listing Rule 10.13.6, for approval under ASX Listing Rule 10.11 the Company will disregard votes cast by:

- (a) Taine Moufarrige being the person who is to receive securities; and
- (b) an Associate of Taine Moufarrige.

However, in accordance with the ASX Listing Rules the Company need not disregard a vote 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 a direction on the proxy form to vote as the proxy decides.

In accordance with the notice requirements of ASX Listing Rule 10.15.5, for approval under ASX Listing Rule 10.14 the Company will disregard votes cast by:

- (a) a director of the Company who is eligible to participate in any employee incentive scheme of the Company; and
- (b) an Associate of a director of the Company who is eligible to participate in any employee incentive scheme of the Company.

However, in accordance with the ASX Listing Rules the Company need not disregard a vote 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 a direction on the proxy form to vote as the proxy decides.

In accordance with section 224 of the Corporations Act the Company will disregard any vote cast by any of the following persons (regardless of the capacity in which they cast the vote):

- (a) Taine Moufarrige, being the Related Party of the Company to whom this resolution would permit the financial benefit to be given; and
- (b) an Associate of Taine Moufarrige.

However, in accordance with section 224(2) of the Corporations Act, the Company will not disregard a vote if:

- (a) it is cast by a person as proxy appointed in writing that specifies how the proxy is to vote on the proposed Resolution; and
- (b) it is not cast on behalf of the Related Party (Taine Moufarrige) or any of the Related Party's Associates.

Item 6

The Company notes that Item 6 seeks approval of shareholders pursuant to ASX Listing Rule 10.11, ASX Listing Rule 10.14 and section 208(1)(a)(i) of the Corporations Act. Each of these provisions has slightly different restrictions on the votes which must be excluded. Accordingly, the Company will exclude from voting any persons required to be excluded under any one or more of these provisions. The voting exclusions for each of the provisions is detailed below.

In accordance with the notice requirements of ASX Listing Rule 10.13.6, for approval under ASX Listing Rule 10.11 the Company will disregard votes cast by:

- (a) Marcus Moufarrige being the person who is to receive securities; and
- (b) an Associate of Marcus Moufarrige.

However, in accordance with the ASX Listing Rules the Company need not disregard a vote 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 a direction on the proxy form to vote as the proxy decides.

In accordance with the notice requirements of ASX Listing Rule 10.15.5, for approval under ASX Listing Rule 10.14 the Company will disregard votes cast by:

- (a) a director of the Company who is eligible to participate in any employee incentive scheme of the Company; and
- (b) an Associate of a director of the Company who is eligible to participate in any employee incentive scheme of the Company.

However, in accordance with the ASX Listing Rules the Company need not disregard a vote 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 a direction on the proxy form to vote as the proxy decides.

In accordance with section 224 of the Corporations Act the Company will disregard any vote cast by any of the following persons (regardless of the capacity in which they cast the vote):

- (a) Marcus Moufarrige, being the Related Party of the Company to whom this resolution would permit the financial benefit to be given; and
- (b) an Associate of Marcus Moufarrige.

However, in accordance with section 224(2) of the Corporations Act, the Company will not disregard a vote if:

- (a) it is cast by a person as proxy appointed in writing that specifies how the proxy is to vote on the proposed Resolution; and
- (b) it is not cast on behalf of the Related Party (Marcus Moufarrige) or any of the Related Party's Associates.

Section C - Explanatory Memorandum

Introduction

This Explanatory Memorandum contains the information needed for Servcorp's Shareholders to consider the items in the accompanying Notice of Annual General Meeting.

This Explanatory Memorandum, as well as the Notice of Annual General Meeting should be read carefully and in their entirety.

Item 1 Annual financial report, directors' report and auditor's report

The financial report, directors' report and the auditor's report for Servcorp for the year ended 30 June 2008 will be laid before the meeting in accordance with the Corporations Act 2001. There is no requirement for shareholders to approve these reports.

The Chairman will allow a reasonable opportunity for members' questions and comments about the management of Servcorp.

The auditor of Servcorp will be available to take members' questions and comments about the conduct of the audit and the content of the auditor's report

Item 2 Remuneration report

During this item there will be opportunity for members at the meeting to comment on and ask questions about the remuneration report. The remuneration report is available on pages 27 to 32 of the annual report.

The vote on the proposed resolution in item 2 is advisory only and will not bind the directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

The directors recommend that members vote in favour of this resolution.

Item 3 Election of directors

The Company's Constitution specifies that an election of directors must take place each year. Any director appointed by the Board since the last Annual General Meeting, and one-third of the Board (rounded down, if necessary, to the nearest whole number), excluding the Managing Director, and any other director who has held office for three or more years since they were last elected, must retire from office at each annual general meeting.

(a) Bruce Corlett
BA, LLB

Chair and independent non-executive director
Member of Audit and Risk Committee
Member of Remuneration Committee

Mr Corlett joined Servcorp's Board in October 1999.

Over the past 30 years Bruce has been a director of many publicly listed companies. His current directorships include Stockland Trust Group (retiring at the end of his current term on 21 October 2008) and Trust Company Limited (Chair).

The directors (with Mr Corlett abstaining) unanimously recommend that members vote in favour of this resolution.

(b) Taine Moufarrige
BA, LLB

Executive director
Member of Remuneration Committee

Mr Taine Moufarrige joined Servcorp's Board in November 2004.

Taine joined Servcorp in 1996 as a Trainee Manager. Taine is now responsible for operations in Australia, New Zealand and the Middle East and for the strategic growth of the Company in these regions. Taine played a key role in establishing Servcorp locations in Europe, the Middle East, New Zealand, throughout Australia and in India through the Company's new franchise venture.

The directors (with Mr Taine Moufarrige abstaining) unanimously recommend that members vote in favour of this resolution.

Item 4 Approval of amended Executive Share Option Scheme

This resolution deals with the Executive Share Option Scheme of the Company.

Rationale for the scheme

The purpose of the Scheme is to encourage participation in the Company through share ownership and attract, motivate and retain key executives.

The Company believes that an Executive Share Option Scheme is a cost effective and efficient means to retain, and further incentivise key executives and encourage them to achieve superior returns for Shareholders.

History of the Scheme

- (a) The Executive Share Option Scheme was first approved by Shareholders on 19 October 1999.
- (b) Amendments to the Scheme were approved by Shareholders on 17 November 2000.
- (c) The Company afforded Shareholders the opportunity to re-approve the Scheme at a general meeting of the Company in May 2001. Shareholders re-approved the scheme on 24 May 2001.
- (d) In February 2008, in light of the age of the Scheme documentation, the Board conducted a review of the terms and conditions of the Scheme and resolved to update these terms and conditions to better facilitate the effective operation of the Scheme. These amendments were approved by shareholders on 26 May 2008.

Current proposal

In response to the proxy votes lodged for the General Meeting of the Company held in May 2008, the Chairman sought the views of shareholders with respect to the rationale for voting against the proposed resolutions.

One consensus was that the time frame for commencement of the exercise period should be increased.

The directors have taken account of the views of some shareholders and have amended the exercise period commencement date from 24 months after issue of Options under the Scheme to 36 months after issue.

The current terms and conditions of the Scheme allow the Board (without the approval of Shareholders) to amend or modify the terms and conditions of the Scheme. Notwithstanding this, the Board feels that it is appropriate to afford Shareholders the opportunity to approve the amendments to the Scheme.

Proposed amendments

The proposed amendment is to the definition of "Exercise Period". The definition contained in the Scheme document will be amended to read:

"Exercise Period means, in respect of a grant of Options, the period commencing on the date which is 36 months after the Issue Date and ending on the Expiry Date other than each period of six weeks prior to and including the date on which the Company lodges its half-year report or preliminary final report with ASX for release to the market."

Copies of the Scheme

Copies of the Scheme can be obtained free of charge from the Company by contacting Ms Jessica Baker on 02 9231-7673 or by email at jbaker@servcorp.com.au. Copies of the Scheme are also available on the Company's website (www.servcorp.net).

Item 5 Issue of Options to Taine Moufarrige

The Company proposes to issue 50,000 Options under the Scheme to Taine Moufarrige.

Taine Moufarrige is a director of the Company, and hence is a Related Party of the Company. Accordingly, Shareholder approval for this issue of Options is required.

Required disclosures

The Company is required under the ASX Listing Rules and Corporations Act to make the following disclosures:

Pursuant to ASX Listing Rule 10.13, the following information is provided regarding ASX Listing Rule 10.11 approval:

(a) **ASX Listing Rule 10.13.1:** *Name of person*

Taine Moufarrige.

(b) **ASX Listing Rule 10.13.2:** *Number of securities to be issued to the person*

50,000 Options to subscribe for 50,000 Shares in the Company.

(c) **ASX Listing Rule 10.13.3:** *Date by which the securities are to be issued*

If Shareholder approval is obtained, the Options will be granted as soon as practicable after the passing of this Resolution, but no later than one month after the date of this meeting.

(d) **ASX Listing Rule 10.13.4:** *Nature of relationship*

Taine Moufarrige is a director of the Company.

(e) **ASX Listing Rule 10.13.5:** *Issue price of the securities and a statement of terms of issue*

(i) The Options will be issued for nil cash consideration.

(ii) The Options will be issued pursuant to the Scheme.

- (iii) Pursuant to the terms and conditions of the Scheme, the exercise price of each Option will be the higher of:
- (A) the volume weighted average market price for sales of the Company's Shares on ASX over the thirty trading days prior to the date on which the Options are offered to Taine Moufarrige; and
 - (B) the closing share price for the Company's Shares, as published by ASX after close of market on the trading day immediately preceding the date the Options are offered to Taine Moufarrige.

(iv) Pursuant to the terms and conditions of the Scheme, the Options will lapse unless they vest. The Options vest in accordance with the earnings per share growth of the Company for the 2009 financial year (measured relative to the 2008 financial year).

(v) The earnings per share performance will be calculated as follows:

$$P = (2009 \text{ EPS} - 2008 \text{ EPS}) \div 2008 \text{ EPS} \times 100$$

"P" means earnings per share performance

"EPS" means earnings per share of the Company

(vi) The Options will vest in the proportions detailed in the following table:

Earnings per share performance	Percentage of Options that will vest
<10%	0%
≥10% to <15%	50% to 100% determined on a pro-rata basis
≥15%	100%

(vii) Options that do not vest will immediately lapse.

(viii) Only vested Options may be exercised and (in accordance with the amendment to the Scheme the subject of Item 4) Options can only be exercised at least three years after they are issued (except in the event of a takeover or change in control – in either of these situations any vested Options can be exercised, including those issued less than three years prior to such event).

(ix) Options which have vested will ultimately expire on the earlier of:

- (A) the fifth anniversary of their date of issue; and
- (B) the date on which Taine Moufarrige ceases to be an employee of the Company or any of its subsidiaries, other than as a result of the death of Taine Moufarrige, or such later date as the Board in its absolute discretion determines on or before the date Taine Moufarrige ceases to be an employee of the Company or any of its subsidiaries.

(x) The Options do not carry the right to participate in any new issues of Shares without the prior exercise of the Options.

(xi) In the event of a pro rata issue (except a bonus issue) to Shareholders, the exercise price of an Option may be reduced in accordance with the formula in ASX Listing Rule 6.22.2.

- (xii) In the event of a bonus issue to Shareholders, the number of Shares over which each Option may be exercised may be increased by the number of Shares the Option holder would have received if the Option had been exercised before the record date for the bonus issue.
- (xiii) If there is a reconstruction of the capital of the Company, any unexpired Options (whether or not they have vested) will be reorganised in the manner required by the ASX Listing Rules.
- (xiv) Any Shares in the Company that are allotted pursuant to the exercise of the Options rank pari passu in all respects with other Shares of the Company on issue at the date of the allotment.
- (xv) If the Resolution in Item 5 is approved the issue of 50,000 Options to Taine Moufarrige will not be included in any 15% cap calculation under Listing Rule 7.1, as Listing Rule 7.2 Exception 14 applies. That is, if approval is given under Listing Rule 10.11 (which approval is sought), approval is not required under Listing Rule 7.1.
- (xvi) Upon the exercise of the Options and the issue of the Shares, the Company will apply to the ASX to have the Shares issued to Taine Moufarrige Officially Quoted, and those Shares will rank equally with all the other Shares on issue. In all other respects, the rights and entitlements of Taine Moufarrige in respect of the Shares to be issued to him will be identical to the rights and entitlements of other holders of issued Shares.

(f) **ASX Listing Rule 10.13.6:** *Voting exclusion statement*

A voting exclusion statement is included in Section B of the Notice of Annual General Meeting.

(g) **ASX Listing Rule 10.13.6A:** *The intended use of the funds*

No cash will be received by the Company on issue of the Options to Taine Moufarrige. Should the Options (in accordance with their terms and conditions) be exercised, the proceeds will be used for the Company's general working capital requirements.

Pursuant to ASX Listing Rule 10.15, the following information is provided regarding ASX Listing Rule 10.14 approval:

(h) **ASX Listing Rule 10.15.1** *The relationship between the Company and the person*

Taine Moufarrige is a director of the Company.

(i) **ASX Listing Rule 10.15.2** *The maximum number of securities to be acquired by all persons for whom approval is required*

100,000 Options (being 50,000 Options for Taine Moufarrige under Item 5 and 50,000 Options for Marcus Moufarrige under Item 6).

(j) **ASX Listing Rule 10.15.3** *The price for each security to be acquired under the Scheme*

The Options will be issued to Taine Moufarrige for no consideration. However, in order to exercise the Options and be issued with Shares, Taine Moufarrige must pay the exercise price.

For the 50,000 Options proposed to be issued to Taine Moufarrige pursuant to the Scheme, the exercise price will be the highest of:

- (i) the volume weighted average market price for sales of the Company's Shares on ASX over the thirty trading days prior to the date on which the Options are offered to Taine Moufarrige; and

- (ii) the closing share price for the Company's Shares, as published by ASX after close of market on the trading day immediately preceding the date the Options are offered to Taine Moufarrige.

- (k) **ASX Listing Rule 10.15.4** *The names of all persons receiving securities under the Scheme since last approval and the acquisition price for each security*

The Scheme was last approved by Shareholders on 26 May 2008. There have been no new Options issued under the Scheme to a director or an associate of a director since that time. There have been no Shares issued to a director or an associate of a director due to the exercise of Options since that time.

- (l) **ASX Listing Rule 10.15.4A** *The names of all persons referred to in rule 10.14 entitled to participate in the Scheme*

Pursuant to the terms and conditions of the Scheme, any person who is employed on a full or part time basis by the Company in a management role and whom the Board determines is eligible to participate in the Scheme is entitled to participate in the Scheme. For the avoidance of doubt, non-executive Directors are therefore ineligible to participate in the Scheme but executive Directors are eligible to participate.

The persons referred to in ASX Listing Rule 10.14 (being executive Directors of the Company or associates of executive Directors of the Company) who are currently entitled to participate in the Scheme are:

- (i) Alf Moufarrige (executive Director);
- (ii) Taine Moufarrige (executive Director); and
- (iii) Marcus Moufarrige (possible associate of an executive Director).

- (m) **ASX Listing Rule 10.15.5** *A voting exclusion statement*

A voting exclusion statement is included in Section B of the Notice of Annual General Meeting.

- (n) **ASX Listing Rule 10.15.6** *The terms of any loan in relation to the acquisition*

The Company may (at its absolute discretion) make a loan facility available to Taine Moufarrige in order to enable him (if he so wishes) to borrow up to 80% of the moneys required to exercise some or all of his Options. Should he wish to use the loan facility, he will be required to sign a loan agreement. The terms of the loan agreement are summarised below:

- (i) Interest is payable at the end of the term on the daily outstanding amounts at a rate of interest that equates to the Australian Taxation Office's "benchmark interest rate" as applicable from time to time. For the 2008/2009 financial year, the Australian Taxation Office's "benchmark interest rate" is 9.00%.
- (ii) The loan is repayable in full no later than 18 months after the moneys are advanced, or earlier if Taine Moufarrige ceases to be an employee of the Company or any of its subsidiaries, sells or otherwise transfers the Shares, voluntarily elects to repay the loan amount or commits an event of default.
- (iii) Until the loan (and accrued interest) is repaid in full, Servcorp has a first and paramount lien over the Shares acquired with the borrowed money and any dividends paid on those Shares.
- (iv) The loan is a full recourse loan.

Copies of the standard form of Loan Deed can be obtained free of charge from the Company by contacting Ms Jessica Baker on 02 9231-7673 or by email at jbaker@servcorp.com.au. Copies of the Loan Deed are also available on the Company's website (www.servcorp.net).

- (o) **ASX Listing Rule 10.15.7** *The date by which the Company will issue the securities*

If Shareholder approval is obtained, the Options will be issued as soon as practicable after the passing of this Resolution, but no later than one month after the date of this meeting.

In addition to Listing Rules 10.11 and 10.14, approval of Shareholders for the issue of Options (a financial benefit) to Taine Moufarrige (Related Party) is being sought pursuant to section 208(1)(a) of the Corporations Act. In accordance with section 219, the Company discloses the following information:

- (p) *The related party to whom the proposed resolution would permit a financial benefit to be given*

Taine Moufarrige.

- (q) *The nature of the financial benefits*

50,000 Options to subscribe for 50,000 Shares.

- (r) *Directors' recommendations and interests in resolution*

The Directors of Servcorp (excluding Taine Moufarrige), each of whom has no interest in the outcome of this resolution, support this resolution and recommend it to shareholders as they believe it is a cost effective and efficient means to retain, and further incentivise Taine Moufarrige.

Taine Moufarrige, as a person interested in the outcome of the resolution due to the fact that he will be issued with the Options, does not consider it appropriate that he should make any comment in relation to this resolution.

Please note that all Servcorp executive Directors (namely, Alfred Moufarrige and Taine Moufarrige) (and their Associates) are excluded from voting on this Resolution, as they are eligible to participate in the Scheme.

- (s) *All other relevant information*

There are no adverse tax consequences to the Company arising from the grant of the Options to Taine Moufarrige. Furthermore, no benefits are forgone by the Company arising from the grant of the Options to Taine Moufarrige.

The Company will expense the value of the Options to be granted to Taine Moufarrige in its profit and loss account in accordance with applicable accounting standards.

Valuation of Options: The Company has engaged Ernst & Young to provide an independent valuation of the Options. The Company notes that Ernst & Young are not the auditors of the Company.

To value the Options, Ernst & Young have adopted the "binomial tree" valuation methodology. Ernst & Young have adopted "binomial tree" valuation methodology as it provides (in Ernst & Young's opinion) an appropriate amount of flexibility with respect to the particular performance and vesting conditions of the Options.

Some of the key assumptions used by Ernst & Young in valuing the Options were:

Expiry date	22 September 2013
Share price on the date the options are granted	\$3.40
Exercise price	\$3.62
Volatility of the market price of Shares	30%
Risk free interest rate	5.55%
Dividend yield	4.0%

In the opinion of Ernst & Young, the 50,000 Options to be issued to Taine Moufarrige are valued at \$34,500 (being \$0.69 per Option).

Why the Company is granting Options: The Company believes that granting options is a cost effective and efficient means to retain, and further incentivise Taine Moufarrige and encourage him to achieve superior returns for shareholders.

The Options are the equity component of the overall remuneration package of Taine Moufarrige. The equity component is considered important to further align the interests of Taine Moufarrige with the long-term interests of the Company's Shareholders.

Why the Company is granting 50,000 Options: As part of its annual review of the Company's remuneration of key executives, the Company's Remuneration Committee identified 9 key personnel to whom it was decided to grant Options under the Scheme. In the current financial year the Remuneration Committee decided to offer a maximum of 340,000 Options under the Scheme. The number of Options that vest (and hence will be capable of being exercised) is contingent upon the overall performance of the Company. The allocation of the number of Options as between each of these 9 key personnel is reflective of each person's perceived relative contribution to the success of the Company. Taine Moufarrige is considered fundamental to the overall success of the Company and accordingly the Remuneration Committee decided to offer 50,000 Options to him, subject to obtaining Shareholder approval.

Remuneration generally: Taine Moufarrige received the following payments for services to the Company for the year ending 30 June 2008:

Name	Salary \$	Bonus \$	Non Monetary \$	Super \$	Total \$
T Moufarrige	298,379	209,500	7,631	45,405	560,915

In the 2009 financial year Taine Moufarrige's remuneration will consist of a base salary of \$350,000 exclusive of compulsory superannuation contributions plus possible short and long term incentive payments.

The short term incentive payments will be paid in the form of a cash bonus and are contingent upon the Company's NPBT for mature floors. The formula for the short term payments is as follows:

Company NPBT (mature floors)	≥\$52 million to <\$54 million	≥\$54 million to <\$56 million	≥\$56 million to <\$58 million	≥\$58 million
Short term incentive payment	\$87,500	\$105,000	\$122,500	\$140,000
Short term incentive payment as a percentage of base salary	25%	30%	35%	40%

The long term incentives are based on the earnings per share growth of the Company from the 2008 financial year to the 2009 financial year (expressed as a percentage). The long term incentive component will be satisfied by way of the issue of Options under the Scheme. 50,000 Options will be granted to Taine Moufarrige (subject to the passing of the Resolution under Item 5). However, the number of Options that will vest (and hence be capable of being exercised) is determined as follows:

Earnings per share growth from the 2008 financial year to the 2009 financial year	<10%	≥10% - <15%	≥15%
Number of Options that will vest	0	25,000 to 50,000 (determined on a pro-rata basis)	50,000

Dilution effect: Assuming that all 50,000 Options vest and are exercised, the 50,000 Shares to be issued to Taine Moufarrige would represent approximately 0.06% of the current issued share capital of the Company (which comprises 80,467,310 Shares).

Director's current interests: Taine Moufarrige currently directly holds 59,992 fully paid ordinary shares in the Company. Taine Moufarrige also has a contingent beneficial interest in a further 1,800,000 Shares in the Company. These Shares are currently registered in the name of Sovori Pty Limited, but may be transferred at a future date subsequent to certain events occurring.

Trading history: During the 12-month period ending on 6 October 2008, Shares in the Company have traded at a low of \$3.15 per Share and at a high of \$5.29 per Share. The latest closing price was \$3.60 on 6 October 2008.

Item 6 Issue of Options to Marcus Moufarrige

The Company proposes to issue 50,000 Options under the Scheme to Marcus Moufarrige.

Marcus Moufarrige is the Chief Information Officer of the Company. Marcus Moufarrige is not a director of the Company. However, he is the son of Alfred Moufarrige, a director of the Company, and is accordingly deemed pursuant to section 228(3)(a) of the Corporations Act to be a Related Party of the Company. Accordingly, Shareholder approval for this issue of Options is required.

Required disclosures

The Company is required under the ASX Listing Rules and Corporations Act to make the following disclosures:

Pursuant to ASX Listing Rule 10.13, the following information is provided regarding ASX Listing Rule 10.11 approval:

(a) **ASX Listing Rule 10.13.1:** *Name of person*

Marcus Moufarrige.

(b) **ASX Listing Rule 10.13.2:** *Number of securities to be issued to the person*

50,000 Options to subscribe for 50,000 Shares in the Company.

(c) **ASX Listing Rule 10.13.3:** *Date by which the securities are to be issued*

If Shareholder approval is obtained, the Options will be granted as soon as practicable after the passing of this Resolution, but no later than one month after the date of this meeting.

(d) **ASX Listing Rule 10.13.4:** *Nature of relationship*

Marcus Moufarrige is the son of Alfred Moufarrige, a Director of the Company. Marcus Moufarrige is also a director of several of the Company's wholly owned subsidiaries.

(e) **ASX Listing Rule 10.13.5:** *Issue price of the securities and a statement of terms of issue*

(i) The Options will be issued for nil cash consideration.

(ii) The Options will be issued pursuant to the Scheme.

(iii) Pursuant to the terms and conditions of the Scheme, the Board has determined that the exercise price of each Option will be the higher of:

(A) the volume weighted average market price for sales of the Company's Shares on ASX over the thirty trading days prior to the date on which the Options are offered to Marcus Moufarrige; and

(B) the closing share price for the Company's Shares, as published by ASX after close of market on the trading day immediately preceding the date the Options are offered to Marcus Moufarrige.

(iv) Pursuant to the terms and conditions of the Scheme, the Options will lapse unless they vest. The Options vest in accordance with the earnings per share growth of the Company for the 2009 financial year (measured relative to the 2008 financial year).

- (v) The earnings per share performance will be calculated as follows:

$$P = (2009 \text{ EPS} - 2008 \text{ EPS}) \div 2008 \text{ EPS} \times 100$$

"P" means earnings per share performance

"EPS" means earnings per share of the Company

- (vi) The Options will vest in the proportions detailed in the following table:

Earnings per share performance	Percentage of Options that will vest
<10%	0%
≥10% to <15%	50% to 100% determined on a pro-rata basis
≥15%	100%

- (vii) Options that do not vest will immediately lapse.
- (viii) Only vested Options may be exercised and (in accordance with the amendment to the Scheme the subject of Item 4) Options can only be exercised at least three years after they are issued (except in the event of a takeover or change in control – in either of these situations any vested Options can be exercised, including those issued less than three years prior to such event).
- (ix) Options which have vested will ultimately expire on the earlier of:
- (A) the fifth anniversary of their date of issue; and
 - (B) the date on which Marcus Moufarrige ceases to be an employee of the Company or any of its subsidiaries, other than as a result of the death of Marcus Moufarrige, or such later date as the Board in its absolute discretion determines on or before the date Marcus Moufarrige ceases to be an employee of the Company or any of its subsidiaries.
- (x) The Options do not carry the right to participate in any new issues of Shares without the prior exercise of the Options.
- (xi) In the event of a pro rata issue (except a bonus issue) to Shareholders, the exercise price of an Option may be reduced in accordance with the formula in ASX Listing Rule 6.22.2.
- (xii) In the event of a bonus issue to Shareholders, the number of Shares over which each Option may be exercised may be increased by the number of Shares the Option holder would have received if the Option had been exercised before the record date for the bonus issue.
- (xiii) If there is a reconstruction of the capital of the Company, any unexpired Options (whether or not they have vested) will be reorganised in the manner required by the ASX Listing Rules.
- (xiv) Any Shares in the Company that are allotted pursuant to the exercise of the Options rank pari passu in all respects with other Shares of the Company on issue at the date of the allotment.

- (xv) If the Resolution in Item 6 is approved the issue of 50,000 Options to Marcus Moufarrige will not be included in any 15% cap calculation under Listing Rule 7.1, as Listing Rule 7.2 Exception 14 applies. That is, if approval is given under Listing Rule 10.11 (which approval is sought), approval is not required under Listing Rule 7.1.
- (xvi) Upon the exercise of the Options and the issue of the Shares, the Company will apply to the ASX to have the Shares issued to Marcus Moufarrige Officially Quoted, and those Shares will rank equally with all the other Shares on issue. In all other respects, the rights and entitlements of Marcus Moufarrige in respect of the Shares to be issued to him will be identical to the rights and entitlements of other holders of issued Shares.

(f) **ASX Listing Rule 10.13.6:** *Voting exclusion statement*

A voting exclusion statement is included in Section B of the Notice of Annual General Meeting.

(g) **ASX Listing Rule 10.13.6A:** *The intended use of the funds*

No cash will be received by the Company on issue of the Options to Marcus Moufarrige. Should the Options (in accordance with their terms and conditions) be exercised, the proceeds will be used for the Company's general working capital requirements.

Pursuant to ASX Listing Rule 10.15, the following information is provided regarding ASX Listing Rule 10.14 approval:

(h) **ASX Listing Rule 10.15.1** *The relationship between the Company and the person*

Marcus Moufarrige is the son of Alfred Moufarrige, a Director of the Company. He is also a director of several of the Company's wholly owned subsidiaries.

(i) **ASX Listing Rule 10.15.2** *The maximum number of securities to be acquired by all persons for whom approval is required*

100,000 Options (being 50,000 Options for Taine Moufarrige under Item 5 and 50,000 Options for Marcus Moufarrige under Item 6).

(j) **ASX Listing Rule 10.15.3** *The price for each security to be acquired under the Scheme*

The Options will be issued to Marcus Moufarrige for no consideration. However, in order to exercise the Options and be issued with Shares, Marcus Moufarrige must pay the exercise price.

For the 50,000 Options proposed to be issued to Marcus Moufarrige pursuant to the Scheme, the exercise price will be the highest of:

- (i) the volume weighted average market price for sales of the Company's Shares on ASX over the thirty trading days prior to the date on which the Options are offered to Marcus Moufarrige; and
- (ii) the closing share price for the Company's Shares, as published by ASX after close of market on the trading day immediately preceding the date the Options are offered to Marcus Moufarrige.

(k) **ASX Listing Rule 10.15.4** *The names of all persons receiving securities under the Scheme since last approval and the acquisition price for each security*

The Scheme was last approved by Shareholders on 26 May 2008. There have been no new Options issued under the Scheme to a director or an associate of a director since that time. There have been no Shares issued to a director or an associate of a director due to the exercise of Options since that time.

- (l) **ASX Listing Rule 10.15.4A** *The names of all persons referred to in rule 10.14 entitled to participate in the Scheme*

Pursuant to the terms and conditions of the Scheme, any person who is employed on a full or part time basis by the Company in a management role and whom the Board determines is eligible to participate in the Scheme is entitled to participate in the Scheme. For the avoidance of doubt, non-executive Directors are therefore ineligible to participate in the Scheme but executive Directors are eligible to participate.

The persons referred to in ASX Listing Rule 10.14 (being executive Directors of the Company or associates of executive Directors of the Company) who are currently entitled to participate in the Scheme are:

- (i) Alf Moufarrige (executive Director);
- (ii) Taine Moufarrige (executive Director); and
- (iii) Marcus Moufarrige (possible associate of an executive Director).

- (m) **ASX Listing Rule 10.15.5** *A voting exclusion statement*

A voting exclusion statement is included in Section B of the Notice of Annual General Meeting.

- (n) **ASX Listing Rule 10.15.6** *The terms of any loan in relation to the acquisition*

The Company may (at its absolute discretion) make a loan facility available to Marcus Moufarrige in order to enable him (if he so wishes) to borrow up to 80% of the moneys required to exercise some or all of his Options. Should he wish to use the loan facility, he will be required to sign a loan agreement. The terms of the loan agreement are summarised below:

- (i) Interest is payable at the end of the term on the daily outstanding amounts at a rate of interest that equates to the Australian Taxation Office's "benchmark interest rate" as applicable from time to time. For the 2008/2009 financial year, the Australian Taxation Office's "benchmark interest rate" is 9.00%.
- (ii) The loan is repayable in full no later than 18 months after the moneys are advanced, or earlier if Marcus Moufarrige ceases to be an employee of the Company or any of its subsidiaries, sells or otherwise transfers the Shares, voluntarily elects to repay the loan amount or commits an event of default.
- (iii) Until the loan (and accrued interest) is repaid in full, Servcorp has a first and paramount lien over the Shares acquired with the borrowed money and any dividends paid on those Shares.
- (iv) The loan is a full recourse loan.

Copies of the standard form of Loan Deed can be obtained free of charge from the Company by contacting Ms Jessica Baker on 02 9231-7673 or by email at jbaker@servcorp.com.au. Copies of the Loan Deed are also available on the Company's website (www.servcorp.net).

- (o) **ASX Listing Rule 10.15.7** *The date by which the Company will issue the securities*

If Shareholder approval is obtained, the Options will be issued as soon as practicable after the passing of this Resolution, but no later than one month after the date of this meeting.

In addition to Listing Rules 10.11 and 10.14, approval of Shareholders for the issue of Options (a financial benefit) to Marcus Moufarrige (Related Party) is being sought pursuant to section 208(1)(a) of the Corporations Act. In accordance with section 219 of the Corporations Act, the Company is required to disclose the following information:

- (p) *The related party to whom the proposed resolution would permit a financial benefit to be given*

Marcus Moufarrige.

- (q) *The nature of the financial benefits*

50,000 Options to subscribe for 50,000 Shares.

- (r) *Directors' recommendations and interests in resolution*

The Directors of Servcorp (excluding Alfred Moufarrige), each of whom has no interest in the outcome of this resolution, support this resolution and recommend it to shareholders as they believe it is a cost effective and efficient means to retain, and further incentivise Marcus Moufarrige.

Alfred Moufarrige, who is not personally interested in the resolution as he will not receive any benefit, does not consider it is appropriate to make any comment in relation to the matter as it is his family relationship with Marcus Moufarrige that gives rise to Marcus Moufarrige being deemed to be a Related Party of the Company.

Please note that all Servcorp executive Directors (namely Alfred Moufarrige and Taine Moufarrige (and their Associates) are excluded from voting on this Resolution, as they are eligible to participate in the Scheme.

- (s) *All other relevant information*

There are no adverse tax consequences to the Company arising from the grant of the Options to Marcus Moufarrige. Furthermore, no benefits are forgone by the Company arising from the grant of the Options to Marcus Moufarrige.

The Company will expense the value of the Options to be granted to Marcus Moufarrige in its profit and loss account in accordance with applicable accounting standards.

Valuation of Options: The Company has engaged Ernst & Young to provide an independent valuation of the Options. The Company notes that Ernst & Young are not the auditors of the Company.

To value the Options, Ernst & Young have adopted the "binomial tree" valuation methodology. Ernst & Young have adopted "binomial tree" valuation methodology as it provides (in Ernst & Young's opinion) an appropriate amount of flexibility with respect to the particular performance and vesting conditions of the Options.

Some of the key assumptions used by Ernst & Young in valuing the Options were:

Expiry date	22 September 2013
Share price on the date the options are granted	\$3.40
Exercise price	\$3.62
Volatility of the market price of Shares	30%
Risk free interest rate	5.55%
Dividend yield	4.0%

In the opinion of Ernst & Young, the 50,000 Options to be issued to Marcus Moufarrige are valued at \$34,500 (being \$0.69 per Option).

Why the Company is granting Options: The Company believes that granting options is a cost effective and efficient means to retain, and further incentivise Marcus Moufarrige and encourage him to achieve superior returns for shareholders.

The Options are the equity component of the overall remuneration package of Marcus Moufarrige. The equity component is considered important to further align the interests of Marcus Moufarrige with the long-term interests of the Company's Shareholders.

Why the Company is granting 50,000 Options: As part of its annual review of the Company's remuneration of key executives, the Company's Remuneration Committee identified 9 key personnel to whom it was decided to grant Options under the Scheme. In the current financial year the Remuneration Committee decided to offer a maximum of 340,000 Options under the Scheme. The number of Options that vest (and hence will be capable of being exercised) is contingent upon the overall performance of the Company. The allocation of the number of Options as between each of these 9 key personnel is reflective of each person's perceived relative contribution to the success of the Company. Marcus Moufarrige is considered fundamental to the overall success of the Company and accordingly the Remuneration Committee decided to offer 50,000 Options to him, subject to obtaining Shareholder approval.

Remuneration generally: Marcus Moufarrige received the following payments for services to the Company for the year ending 30 June 2008:

Name	Salary \$	Bonus \$	Non Monetary \$	Super \$	Total \$
M Moufarrige	298, 722	209,500	7,631	45,405	561,258

In the 2009 financial year Marcus Moufarrige's remuneration will consist of a base salary of \$350,000 exclusive of compulsory superannuation contributions plus possible short and long term incentive payments.

The short term incentive payments will be paid in the form of a cash bonus and are contingent upon the Company's NPBT for mature floors. The formula for the short term payments is as follows:

Company NPBT (mature floors)	≥\$52 million to <\$54 million	≥\$54 million to <\$56 million	≥\$56 million to <\$58 million	≥\$58 million
Short term incentive payment	\$87,500	\$105,000	\$122,500	\$140,000
Short term incentive payment as a percentage of base salary	25%	30%	35%	40%

The long term incentives are based on the earnings per share growth of the Company from the 2008 financial year to the 2009 financial year (expressed as a percentage). The long term incentive component will be satisfied by way of the issue of Options under the Scheme. 50,000 Options will be granted to Marcus Moufarrige (subject to the passing of the Resolution under Item 6). However, the number of Options that will vest (and hence be capable of being exercised) is determined as follows:

Earnings per share growth from the 2008 financial year to the 2009 financial year	<10%	≥10% - <15%	≥15%
Number of Options that will vest	0	25,000 to 50,000 (determined on a pro-rata basis)	50,000

Dilution effect: Assuming that all 50,000 Options vest and are exercised, the 50,000 Shares to be issued to Marcus Moufarrige would represent approximately 0.06% of the current issued share capital of the Company (which comprises 80,467,310 Shares).

Related Party's current interests: Marcus Moufarrige currently directly holds 128,842 fully paid ordinary shares in the Company. Marcus Moufarrige also has a contingent beneficial interest in a further 1,800,000 Shares in the Company. These Shares are currently registered in the name of Sovori Pty Limited, but may be transferred at a future date subsequent to certain events occurring.

Trading history: During the 12-month period ending on 6 October 2008, Shares in the Company have traded at a low of \$3.15 per Share and at a high of \$5.29 per Share. The latest closing price was \$3.60 on 6 October 2008.

Section D - Glossary

Definitions

The following definitions are used in the Notice of Annual General Meeting and the Explanatory Memorandum:

ASIC means the Australian Securities and Investments Commission;

Associate has the meaning given to that term by sections 11, 13, 14, 15, 16 and 17 of the Corporations Act, with section 13 to be applied as if it was not confined to references to the term "associate" occurring in Chapter 7 of the Corporations Act;

ASX means the Australian Securities Exchange conducted by ASX Limited ABN 98 008 624 691;

ASX Listing Rules means the official listing rules issued and enforced by the ASX as amended from time to time;

Board or **Board of Directors** means the board of directors of the Company;

Business Day means a day on which banks are open for business in Sydney, which is not a Saturday, Sunday or public holiday;

Chairman means the chairman of the Company, who is currently Mr Bruce Corlett;

Company means Servcorp Limited ACN 089 222 506 (and references to the Company or Servcorp are interchangeable);

Corporations Act means the *Corporations Act, 2001* (Cth);

Directors means the directors of the Company;

Explanatory Memorandum means the explanatory memorandum set out in Section C of this document;

Meeting means the 2008 annual general meeting of the Company to be held on 12 November 2008 pursuant to the Notice of Annual General Meeting;

NPBT means net profit before tax;

Notice of Annual General Meeting or **Notice** means the notice of Annual General Meeting set out in Section A of this document;

Officially Quoted and **Official Quotation** means, in relation to a Share or an Option, officially quoted by the ASX;

Option means an option in the issued capital of the Company which when exercised converts into one Share;

Related Party has the meaning ascribed to that term by section 228 of the Corporations Act and **Related Parties** is a reference to more than one Related Party;

Resolution means a resolution passed by the requisite majority of members of the Company on a show of hands or by the requisite majority of votes given on a poll;

Scheme means the Executive Share Option Scheme of the Company;

Servcorp means Servcorp Limited ACN 089 222 506 (and references to Servcorp or the Company are interchangeable);

Share means a fully paid ordinary share in the issued capital of the Company;

Shareholder means a holder of a Share.

Section E - Proxy Form

PROXY FORM Annual General Meeting 12 November 2008

Name Address 1
Name Address 2
Name Address 3
Name Address 4
Name Address 5
Name Address 6

BARCODE

Appointment of Proxy

If appointing a proxy to attend the Annual General Meeting on your behalf, please complete the form and submit it in accordance with the directions on the reverse of the page.

I/We being a shareholder/shareholders of the Company pursuant to my/our right to appoint not more than two proxies, appoint

The Chairman of the Meeting
(mark with an "X")

OR

Write here the name of the person you are appointing if this person is **someone other than** the Chairman of the Meeting.

or failing him/her

Write here the name of the other person you are appointing.

or failing him/her, (or if no proxy is specified above), the Chairman of the meeting, as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting to be held at **Level 12, MLC Centre, Martin Place, Sydney on 12 November 2008, commencing at 5.00pm** and at any adjournment of that meeting.

This proxy is to be used in respect of _____ % of the ordinary shares I/we hold.

If the Chair of the meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of a resolution, please place a mark in the box. By marking this box, you acknowledge that the Chair of the meeting may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by the Chair of the meeting for those resolutions other than as proxy holder will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution. The Chair intends to vote 100% of all open proxies in favour of all resolutions.

Voting directions to your proxy – please mark to indicate your directions

Item / Resolution	For	Against	Abstain*
2. Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Election of directors			
a) Bruce Corlett	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b) Taine Moufarrige	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval of amended Executive Share Option Scheme	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Issue of Options to Taine Moufarrige	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Issue of Options to Marcus Moufarrige	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

Please sign here

This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.
Executed in accordance with section 127 of the Corporations Act:

Individual or Shareholder 1

Joint Shareholder 2

Joint Shareholder 3

Sole Director & Sole Company Secretary

Director

Director / Company Secretary

Dated this _____ day of _____ 2008

Contact Name

Contact Business Telephone / Mobile

Instructions for completing Proxy Form

1. Your pre-printed name and address is as it appears on the share register of the Company. If you are Issuer Sponsored and this information is incorrect, make the correction on the form, sign it and return it to us. Shareholders sponsored by a broker on the CHESS subregister should advise their broker of any changes. Please note, you cannot change ownership of your securities using this form.
2. Completion of a proxy form will not prevent individual shareholders from attending the Meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the Meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the Meeting.
3. A shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes.
4. A proxy need not be a shareholder of the Company.
5. If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.
6. If a representative of a company shareholder is to attend the Meeting, a properly executed original (or certified copy) of the appropriate "Certificate of Appointment of Corporate Representative" should be produced for admission to the Meeting. Previously lodged "Certificates of Appointment of Corporate Representative" will be disregarded by the Company.
7. If a representative as Power of Attorney of a shareholder is to attend the meeting, a properly executed original (or originally certified copy) of an appropriate Power of Attorney should be produced for admission to the Meeting. Previously lodged Powers of Attorney will be disregarded by the Company.

8. **Signing Instructions**

You must sign this form as follows in the spaces provided:

- | | |
|---------------------------|--|
| Individual: | Where the holding is in one name, the holder must sign. |
| Joint Holding: | Where the holding is in more than one name, all of the shareholders should sign. |
| Power of Attorney: | If you are signing under a Power of Attorney, you must lodge an original or certified photocopy of the appropriate Power of Attorney with your completed Proxy Form. |
| 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 indicate the office held by signing in the appropriate place. |

9. **Lodgement of a Proxy**

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address below not later than 5.00pm on 10 November 2008 (48 hours before the commencement of the meeting). Any Proxy Form received after that time will not be valid for the scheduled meeting.

Hand deliveries

**Registries Limited
Level 7
207 Kent Street
Sydney NSW 2000**

Postal address:

**Registries Limited
GPO Box 3993
Sydney NSW 2001**

Fax number:

(02) 9279 0664