



SERVCORP LIMITED

ABN 97 089 222 506

Notice of 2010 Annual General Meeting

Date: **Wednesday 17 November 2010**
Time: **5:00pm (Sydney time)**
Place: **Pinaroo 5 Room**
Level 1
The Grace Hotel
77 York Street (corner of King Street)
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 15 NOVEMBER 2010

Notice of 2010 Annual General Meeting

NOTICE IS HEREBY GIVEN that the eleventh Annual General Meeting of the members of Servcorp Limited ACN 089 222 506 (**Servcorp** or the **Company**) will be held at Pinaroo 5 Room, Level 1, The Grace Hotel, 77 York Street, Sydney on Wednesday 17 November 2010 at 5:00pm (Sydney time).

Business

Item 1 Financial and other reports

To receive and consider the Company's financial report, the directors' report and the auditor's report for the financial year ended 30 June 2010.

Item 2 Remuneration report

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

"That the Company's remuneration report for the financial year ended 30 June 2010 be adopted."

Item 3 Re-election of director

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

- (a) "That Mr Rick Holliday-Smith, 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."

Item 4 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 which forms part of this Notice of Meeting.

By order of the Board



G L Pearce
Company Secretary

13 October 2010
Sydney

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 15 November 2010, 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 15 November 2010:

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 9290 9655

Or - online www.registries.com.au/servcorpagm2010

Explanatory Memorandum

Introduction

This Explanatory Memorandum contains the information needed for Servcorp's members 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 Financial and other reports

The financial report, directors' report and the auditor's report for Servcorp for the year ended 30 June 2010 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 34 to 40 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 Re-election of director

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) Rick Holliday-Smith BA (Hons) CA, FAICD

Independent non-executive director
Chair of Audit and Risk Committee

Mr Holliday-Smith was appointed a Director of Servcorp in October 1999.

Mr Holliday-Smith spent over 11 years in Chicago in the roles of Divisional President of global trading and sales for NationsBank, N.A. and, prior to that, Chief Executive Officer of Chicago Research and Trading Group Limited. Rick also spent over 4 years in London as Managing Director of Hong Kong Bank Limited, a wholly owned merchant banking subsidiary of HSBC Bank.

Mr Holliday-Smith is currently a director of ASX Limited and Cochlear Limited. He became Chair of Cochlear in July 2010. He is also Chair of Snowy Hydro Limited. Rick has a Bachelor of Arts (Hons) from Macquarie University, is a Chartered Accountant and is a Fellow of the Australian Institute of Company Directors.

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

Voting exclusion statements

There are no voting exclusions.

FOR ALL ENQUIRIES CALL:
(within Australia) 1300 737 760 (outside Australia)
+61 2 9290 9600

Name & Address

FACSIMILE
+61 2 9290 9655ALL CORRESPONDENCE TO:
Registries Limited
GPO Box 3993
Sydney NSW 2001
Australia**Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction on the form. Securityholders sponsored by a broker should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

YOUR VOTE IS IMPORTANTFOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECORDED BEFORE time 5:00pm
MONDAY 15 NOVEMBER 2010**TO VOTE ONLINE**

Reference Number: <HIN/SRN>

STEP 1 : VISIT www.registries.com.au/servcorpagm2010

STEP 2: Enter your holding/Investment type

STEP 3: Enter your Reference Number and VAC: <VAC NUMBER>

TO VOTE BY COMPLETING THE PROXY FORM**STEP 1 Appointment of Proxy**

Indicate here who you want to appoint as your Proxy
If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2 Voting Directions to your Proxy

You can tell your Proxy how to vote

To direct your proxy how to vote, place a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

STEP 3 Sign the Form

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders must sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below not later than 48 hours before the commencement of the meeting at **5:00pm on Wednesday, 17 November 2010**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxies may be lodged using the reply paid envelope or:

BY MAIL - Share Registry – Registries Limited, GPO Box 3993,
Sydney NSW 2001 Australia

BY FAX - + 61 2 9290 9655

IN PERSON - Share Registry – Registries Limited,
Level 7, 207 Kent Street, Sydney NSW 2000 Australia

Vote online at:

www.registries.com.au/servcorpagm2010
or turnover to complete the Form →

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

SERVCORP LIMITED

<BARCODE>

<Address 1>
 <Address 2>
 <Address 3>
 <Address 4>
 <Address 5>

STEP 1 - Appointment of Proxy

I/We being a member/s of **Servcorp Limited** and entitled to attend and vote hereby appoint

the Chairman of the Meeting (mark with an 'X')
 OR

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

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 at the **Annual General Meeting of Servcorp Limited to be held at the Pinaroo 5 Room, Level 1, The Grace Hotel, 77 York Street, Sydney NSW 2000 on Wednesday 17 November 2010 at 5:00 pm** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

STEP 2 - Voting directions to your Proxy – please mark to indicate your directions

Ordinary Business		For	Against	Abstain*
Item 2	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	To re-elect Rick Holliday-Smith as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

In addition to the intentions advised above. The Chairman of the Meeting intends to vote undirected proxies in favour of each of the items of business.

*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.

STEP 3 - PLEASE SIGN HERE This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name Contact Daytime Telephone Date / / 2010