
SERVCORP LIMITED

ABN 97 089 222 506

Notice of *Annual General Meeting 2005* and explanatory notes

Date: Tuesday 8 November 2005

Time: 5.00pm

Place: The Chifley Tower

Level 29

2 Chifley Square

Sydney NSW 2000

Notice of Annual General Meeting 2005

Servcorp Limited (SRV) will hold its sixth Annual General Meeting of Members at The Chifley Tower, Level 29, 2 Chifley Square, Sydney at 5.00pm on Tuesday 8 November 2005.

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 2005.

Item 2 Adoption of the remuneration report

To adopt the remuneration report for the financial year ended 30 June 2005.

Item 3 Election of directors

To elect directors.

- (a) Mr Bruce Corlett retires by rotation in accordance with rule 6.1(f) of the Company's Constitution and, being eligible, offers himself for re-election.
- (b) Mr Taine Moufarrige, having been appointed by the directors since the last Annual General Meeting, retires in accordance with rule 6.1(e) of the Company's Constitution and, being eligible, offers himself for re-election.

Item 4 Other business

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

The Explanatory Notes form part of this Notice of Meeting.

By Order of the Board



G L Pearce
Company Secretary
5 October 2005

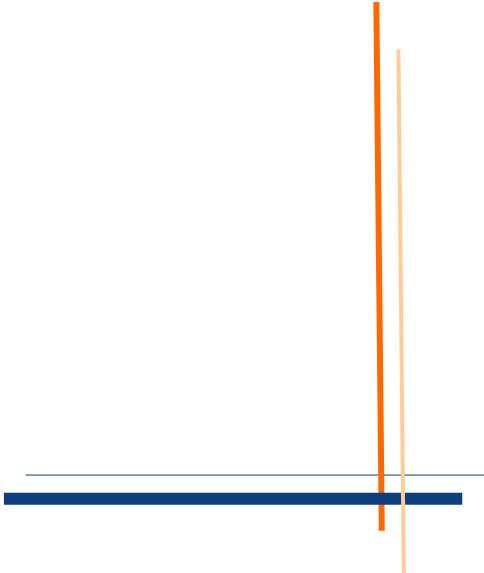


Entitlement to vote

The Board has determined, for the purposes of voting at the general meeting being convened by this notice, that shares will be taken to be held by the persons who are the registered holders at 5.00pm on 4 November 2005. Accordingly, those persons will be entitled to attend and vote at the Annual General Meeting. Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Proxies

- (a) Any member entitled to attend and vote at the meeting may appoint not more than two proxies to attend and vote on their behalf.
- (b) The proxy so appointed need not necessarily be a member of Servcorp.
- (c) Where a member appoints two proxies, the appointment may specify the proportion or number of that member's votes each proxy may exercise. If the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half of the votes.
- (d) Where a member appoints two proxies, neither proxy is entitled to vote on a show of hands.
- (e) To be effective, the proxy form and, if the form is signed by the member's attorney, the authority under which the proxy form is signed (or a certified copy of the authority) must be lodged no later than 48 hours before the meeting. Proxies may be lodged:
 - ◆ by mail, to Servcorp's share registry:
Registries Limited
PO Box R67 Royal Exchange, Sydney, NSW 1223
 - ◆ by facsimile: (02) 9279 0664
 - ◆ by delivery to Servcorp's registered office:
Level 17, 60 Castlereagh Street, Sydney, NSW 2000
- (f) If a proxy is not directed how to vote on an item of business, the proxy may vote, or abstain from voting, as he or she thinks fit.
- (g) 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.



Explanatory notes

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

The Chairman will take 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, the preparation and content of the auditor's report, the accounting policies adopted in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

The financial report will be laid before the meeting in accordance with the Corporations Act 2001.

Item 2 Adoption of the 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 26 and 27 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, 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

Chairman, Independent non-executive Director
Member of Audit and Risk Committee
Chairman of Governance Committee

Bruce 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 Adsteam Marine Limited (Chairman), Stockland Trust Group and Trust Company of Australia Limited (Chairman). Bruce is also a Fellow of Senate at the University of Sydney.

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

(b) Taine Moufarrige

Executive Director

Taine Moufarrige joined Servcorp's Board in November 2004.

Prior to joining Servcorp, Taine practiced as a solicitor. Taine joined Servcorp in 1996 as a Trainee Manager following which he became a manager and subsequently was appointed to his current position of General Manager in 2000. Taine played a key role in establishing Servcorp's Paris location. Taine holds a Bachelor of Laws from Bond University and a Bachelor of Arts from Macquarie University.

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