SERVICE STREAM LIMITED

NOTICE OF EXTRAORDINARY GENERAL MEETING
Notice of Extraordinary General Meeting

Notice is given that an Extraordinary General Meeting of members of Service Stream Limited (Service Stream) will be held at Service Stream's head office, being Level 4, 357 Collins Street, Melbourne 3000, Victoria on Tuesday, 31 May 2016 at 10.30am (AEST).

At the Meeting, shareholders will be asked to consider the resolutions set out below to implement the Capital Management Initiative.

Resolutions

The Capital Management Initiative will only proceed if the Capital Return Resolution and Share Consolidation Resolution below are passed by the required majority of shareholders.

Resolution 1: Return of Capital to Shareholders ("Capital Return Resolution")

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

“That, conditional on the passing of the Share Consolidation Resolution, for the purposes of section 256C(1) of the Corporations Act and for all other purposes, approval is given for the share capital of Service Stream to be reduced by approximately $19.3 million, to be effected by Service Stream paying each shareholder as at the record date of 7pm AEST on Friday 3 June 2016 the amount of 5 cents for each share held at that time.”

Resolution 2: Share Consolidation ("Share Consolidation Resolution")

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

“That, conditional on the passing of the Capital Return Resolution, for the purposes of section 254H(1) of the Corporations Act and for all other purposes, approval is given for the share capital of Service Stream to be consolidated through the conversion of each share into 0.9318 of a share, to take effect from 6 June 2016, with any resulting fractions of a share held by a shareholder to be rounded up to the next whole number of shares.”
Recommendation

The Directors unanimously recommend that shareholders vote in favour of the Resolutions.

Voting Statement

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.

Voting and Eligibility

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;
   (a) the proxies may vote only if each proxy is appointed to represent a specified proportion of the member’s voting rights;
   (b) neither proxy may vote on a show of hands; and
   (c) on a poll, each proxy may only exercise the voting rights for the portion of the member’s voting rights that they represent.

3. A proxy may but 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 Service Stream’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 10.30am (AEST) on Sunday 29 May 2016; or
   (b) received by Service Stream (addressed to the attention of Ms Vicki Letcher, 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 10.30am (AEST) on Sunday 29 May 2016.
5. A proxy may also be appointed electronically by:
   (a) visiting www.investorvote.com.au and following the instructions provided;
   (b) scanning the QR code on the proxy form with your mobile device; or
   (c) visiting www.intermediaryonline.com to submit your voting intentions (for Intermediary Online
       subscribers (custodians) only);

before 10.30am (AEST) on Sunday 29 May 2016. A proxy cannot be appointed online if they are
appointed under power of attorney or other authority.

6. Service Stream has determined that those persons who are registered as the holders of shares in
   Service Stream at 7.00pm (AEST) on Sunday 29 May 2016 will be taken to be the holders of shares for
   the purposes of determining voting entitlements at this meeting.

By order of the Board:

Vicki Letcher
Company Secretary

26 April 2016
Explanatory Statement

1. 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 Extraordinary General Meeting (EGM) of members of Service Stream Limited to be held on Tuesday, 31 May 2016.

If you have any questions regarding the matters set out in this explanatory statement (or elsewhere in the notice of EGM), please contact Service Stream, or your stockbroker or other professional adviser.

2. Proposed Capital Management Initiative

On 17 February 2016, Service Stream announced with its FY16 half-year results that it was proposing a capital return to shareholders of 5 cents per share (subject to shareholder approval) and that Service Stream was in the process of requesting tax rulings from the Australian Taxation Office (ATO) to confirm the tax treatment of the capital return. Subsequent to that announcement, the Board of Service Stream has sought expert advice and has determined that the proposed capital return should be accompanied by a related share consolidation.

On that basis, the proposed Capital Management Initiative now comprises:

- a return of approximately $19.3 million of share capital to be effected by Service Stream paying each shareholder 5 cents per share (on a pre-consolidation basis) on 10 June 2016 (Return of Capital to Shareholders); and
- an equal and proportionate share consolidation, through the conversion of each share into 0.9318 of a share (Share Consolidation).

The Capital Return Resolution and the Share Consolidation Resolution both form part of Service Stream’s Capital Management Initiative and are connected. As such, each resolution is conditional on the approval of the other, such that if one resolution fails, the other resolution will also fail. Shareholders should therefore consider the Capital Return Resolution and the Share Consolidation Resolution and the relevant disclosures together.

A summary of the likely income tax consequences is provided in the Tax Implications section below.
2.1 The purpose of the Capital Management Initiative

The purpose of the proposed Capital Management Initiative is to return a portion of genuine surplus capital equitably and efficiently to shareholders and to assist Service Stream in maintaining an appropriate capital structure.

Service Stream’s capital management strategy includes active management of its balance sheet to provide satisfactory returns to shareholders, whilst maintaining flexibility to fund business operations and to pursue organic growth opportunities.

The Capital Management Initiative demonstrates Service Stream’s commitment to efficient capital management and its focus on providing a satisfactory return to all shareholders. Approval of the Capital Management Initiative will ensure that all shareholders as at the record date of 7pm (AEST) on Friday 3 June 2016 receive an equal cash distribution per share.

By way of background to the Capital Management Initiative, Service Stream raised approximately $19.2 million (after tax-effected costs) of capital from shareholders in 2014 (2014 Capital Raise), via a placement of Service Stream shares to certain sophisticated and professional investors ($9.35 million) and a two-for-eleven non-renounceable rights issue to Service Stream shareholders with an Australian or New Zealand registered address ($10.7 million).

Since the 2014 Capital Raise, Service Stream has returned to profitability and has substantially improved its cash performance and financial position such that it had no borrowings and held $37.6 million of cash at its most recent reporting balance date of 31 December 2015.

Service Stream has assessed that the net amount of funds that it raised from shareholders under the 2014 Capital Raise is now surplus to the company’s requirements, and proposes to return approximately the same amount of capital to shareholders via the Capital Management Initiative.

2.2 How the Capital Management Initiative works and its effect on Service Stream

If the proposed Capital Management Initiative is approved, Service Stream shareholders will receive 5 cents per share as a cash distribution (collectively totalling approximately $19.3 million). The related Share Consolidation will take effect from 6 June 2016 and result in the reduction in the number of Service Stream shares on issue from approximately 386.39 million to approximately 360.04 million (representing an approximately 6.8 per cent reduction in the number of shares on issue).
The Capital Management Initiative will be funded by Service Stream’s surplus capital and will reduce Service Stream’s cash balance by the amount of capital returned ($19.3 million).

In determining whether to proceed with the Capital Management Initiative, the Board of Service Stream reviewed the Group’s assets, liabilities and expected cash flows and satisfied itself as to Service Stream’s solvency and ability to pay its creditors following the Capital Management Initiative. In the Board’s view, the Capital Management Initiative:

- is fair and reasonable to shareholders as a whole;
- has been approved by the banking syndicate of Service Stream and will not impact the banking covenants and negative pledges that Service Stream is required to meet under its Syndicated Facility Agreement;
- will not impact Service Stream’s ability to fund business operations nor pursue organic growth opportunities; and
- will not materially prejudice Service Stream’s ability to pay its creditors.

No adverse tax consequences are expected to arise for Service Stream and the level of Service Stream’s franking credits will remain unchanged as a result of the Capital Management Initiative.

### 2.3 Why return excess capital via a Return of Capital to Shareholders and a Share Consolidation, compared with other options

The Board of Service Stream evaluated various options for returning excess capital to shareholders and determined that a Return of Capital to Shareholders, combined with a Share Consolidation, was the optimal mechanism because:

- due to the relative illiquidity of Service Stream shares, an on-market share buy-back to the value of $19.3m may be impractical to execute;
- the Return of Capital to Shareholders applies to all shareholders equally and shareholders’ proportionate interests in Service Stream remain unchanged; and
- the Share Consolidation, combined with a Return of Capital to Shareholders, provides a positive earnings per share (EPS) outcome similar to that which would result from a share buy-back, while also ensuring that all shareholders receive an equal cash distribution per share.
2.4 Return of Capital to Shareholders

If the proposed Capital Management Initiative is approved, Service Stream shareholders will receive 5 cents per share as a cash distribution (collectively totalling approximately $19.3 million).

Key details for the return of capital process, if approved by shareholders, are:

- the record date for determining entitlements to receive the return of capital will be 7pm AEST on Friday 3 June 2016 (Record Date);
- the proposed return of capital amounts will be calculated on a pre-consolidated basis;
- payments will be made to eligible shareholders on Friday 10 June 2016 (eligible shareholders being registered holders of Service Stream shares as at the Record Date);
- because the terms of the proposed Return of Capital to Shareholders are the same for all shareholders (with all shareholders receiving 5 cents per share) and the Return of Capital to Shareholders relates only to ordinary shares and applies to each holder in proportion to the number of ordinary shares they hold, the proposal is an “equal reduction” of share capital according to section 256B(2) of the Corporations Act and may be passed by an ordinary resolution of shareholders at a general meeting; and
- the Return of Capital to Shareholders is subject to shareholder approval pursuant to the Capital Return Resolution and is conditional on the passing of the Share Consolidation Resolution.

2.5 Share Consolidation

As part of the proposed Capital Management Initiative, Service Stream proposes to consolidate its share capital through the conversion of every one Service Stream share into 0.9318 of a share, reflecting the size of the Return of Capital to Shareholders.

The proposed Share Consolidation will:

- ensure that each shareholder’s proportionate interest in Service Stream remains unchanged following the payment of the Return of Capital to Shareholders, subject to rounding up of fractional entitlements to the next whole number of shares; and
- reduce the number of Service Stream shares on issue from approximately 386.39 million to approximately 360.04 million (representing an approximately 6.8 per cent reduction in the number of shares on issue). The proposed share consolidation ratio of 0.9318 was calculated by referencing the amount of the Return of Capital to Shareholders as a proportion of the volume weighted average sale price of Service Stream shares traded on the ASX over the consecutive 10 day trading period ending on 19 April 2016, being $0.7329.
The consolidation ratio of 0.9318 has been calculated as follows: $(0.7329 - 0.05) / 0.7329$

Key details for the Share Consolidation process, if approved by shareholders, are:

- the Share Consolidation will take effect on and from 6 June 2016;
- the Share Consolidation is subject to shareholder approval pursuant to the Share Consolidation Resolution and is conditional on the passing of the Capital Return Resolution;
- where the consolidation results in a shareholder having an entitlement to a fraction of a share, that fraction will be rounded up to the nearest whole number of shares; and
- the consolidation will not materially change the proportionate interest that each shareholder holds in Service Stream. This is because the consolidation ratio applies equally to all shares (subject to rounding).

Please note that if Service Stream forms the view that a shareholder has been party to a shareholding splitting or division in an attempt to obtain an advantage from the rounding of fractional entitlements, Service Stream will take appropriate action which may include disregarding the splitting or division for the purposes of dealing with fractions.

2.6 Effect of the Capital Management Initiative on Service Stream’s share price

The Capital Return Resolution and the Share Consolidation Resolution both form part of Service Stream’s Capital Management Initiative and are connected. As such, each resolution is conditional on the approval of the other resolution and neither part of the Capital Management Initiative will occur without the other.

Service Stream shares may trade at a lower price with effect from the ‘ex-return of capital’ date than they otherwise may have done if the Return of Capital to Shareholders was not undertaken. This would be due to the impact that the lower ‘ex-return of capital’ cash balance would have on the value and therefore market capitalisation of the Company. However, all else being equal, the Share Consolidation is expected to neutralise the effect of the Return of Capital to Shareholders on the Company’s share price by reducing the number of shares on issue.

Since the Share Consolidation applies equally to all shareholders, each individual shareholder will own the same proportionate interest in Service Stream after the consolidation, subject to the rounding up of fractional entitlements.
2.7 Advantages and Disadvantages of the Capital Management Initiative

The advantages of the proposed Capital Management Initiative are:

■ all shareholders will receive 5 cents per share they hold as at the Record Date and their proportionate interests in Service Stream will remain unchanged;

■ due to the amount of the capital proposed to be returned, the Return of Capital to Shareholders can be executed immediately (compared with an on-market share buy-back, which could take many months to complete);

■ the Return of Capital to Shareholders applies to all shareholders equally in proportion to the shares they hold;

■ for most Australian resident shareholders who hold their shares on capital account, there should be no immediate tax liability relating to the return of capital. For capital gains tax purposes, it is expected that the cost base of shares will be reduced for most shareholders, thereby deferring any tax payable until they dispose of the shares;

■ the Return of Capital to Shareholders does not require the use of any franking credits;

■ the Share Consolidation should neutralise any reduction in the share price specifically relating to the Return of Capital to Shareholders; and

■ the Share Consolidation is likely to have a positive EPS impact compared to a Return of Capital to Shareholders without one.

□ The Board considers that the only significant disadvantage of the proposed Capital Management Initiative is that it will reduce Service Stream’s cash on hand and Shareholders’ Equity by the approximately $19.3 million that will be returned to shareholders. However, the Board considers that the amount of cash remaining will be sufficient for Service Stream’s requirements.

2.8 Tax Implications

The following information set out below is general in nature and should not be relied upon as advice.

The income tax implications for individual shareholders will depend on the circumstances of the particular shareholder. All shareholders should therefore seek their own professional advice in relation to their tax position. Neither Service Stream nor any of its officers, employees or advisers assumes any liability or responsibility for advising shareholders about the tax consequences of the Return of Capital to Shareholders or the Share Consolidation.
Service Stream has requested a Class Ruling from the ATO to confirm the income tax consequences of the Return of Capital to Shareholders and Share Consolidation for shareholders who hold their shares on capital account and who continue to hold their shares on the Payment Date. In summary, it is expected that:

■ The Return of Capital to Shareholders should not be assessable as a dividend on receipt;

■ For shareholders who are tax residents of Australia and who hold their shares on capital account for tax purposes:
  - there should be no immediate income tax liability for shareholders relating to the Return of Capital to Shareholders provided their tax cost base per share is at least equal to the amount of return of capital per share. The tax cost base of shares held by those shareholders is instead reduced by the amount of the return of capital which is then used for the purposes of calculating any capital gain or loss on future disposal of those shares: or
  - alternatively, if the cost base of a share in the Company is less than the amount of the return of capital, then an immediate capital gain should arise for the difference. In those circumstances, the shareholder will recognise a cost base of nil for the purposes of calculating any capital gain or loss on future disposal of those shares;

■ Shareholders who are not tax residents of Australia and who hold their shares on capital account for tax purposes should have no immediate Australian income tax liability from the Return of Capital to Shareholders;

■ No capital gains tax event should occur as a result of the Share Consolidation because there will be no change to the proportionate interests held by each shareholder; and

■ The converted shares will have the same acquisition date as the original shares for the purposes of calculating the capital gains tax discount.

Service Stream has received a Draft Class Ruling from the ATO and nothing in that Draft Class Ruling is inconsistent with the expected income tax outcomes detailed above. Service Stream expects the ATO to publish a binding Class Ruling after payment of the Capital Return to Shareholders and a copy of the binding Class Ruling will be released to the ASX after it is received and will also be made available to shareholders on the Service Stream website.

Furthermore, no adverse tax consequences are expected to arise for Service Stream as a result of the proposed Capital Management Initiative.
2.9 Performance Rights under the Company’s Share-based Incentive Plans

The Return of Capital to Shareholders and the Share Consolidation do not apply to performance rights granted to executives under the Company’s Share-based Incentive Plans.

2.10 No other material information

Other than as set out in this notice of EGM (including the Explanatory Notes) and any other information previously disclosed to shareholders, there is no other information that is known to the Board which may reasonably be expected to be material to the making of a decision by shareholders whether or not to vote in favour of the Capital Return Resolution or the Share Consolidation Resolution.

3. Payment details for eligible shareholders

If shareholders approve the proposed Capital Management Initiative and the Return of Capital to Shareholders is implemented, payments of the Return of Capital to Shareholders will be made to eligible shareholders on 10 June 2016.

Eligible shareholders are those shareholders who were registered holders of Service Stream shares as at the Record Date.

Return of capital payments will be paid:

For eligible shareholders registered as resident in Australia or New Zealand, by direct credit. Shareholders who have not provided the Service Stream share registry (Computershare Investor Services) with their bank account details should update their details with the registry by visiting www.investorcentre.com

For eligible shareholders registered as resident outside of Australia or New Zealand, by cheque.

For enquiries, please contact Computershare Investor Services on 1300 850 505
4. **Timeline for proposed Return of Capital to Shareholders and Share Consolidation**

<table>
<thead>
<tr>
<th>Date</th>
<th>Event Description</th>
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<tbody>
<tr>
<td>Wed, 17 February 2016</td>
<td>Capital management initiative announced with FY16 half-year results.</td>
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<tr>
<td>Thurs, 28 April 2016</td>
<td>Service Stream to complete dispatch of the notice of EGM in respect of the proposed Capital Management Initiative.</td>
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<tr>
<td>Tue, 31 May 2016</td>
<td>EGM, at which shareholders consider the Capital Return Resolution and the Share Consolidation Resolution.</td>
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<tr>
<td>Wed, 1 June 2016</td>
<td>Last day for trading in pre-consolidated shares on a pre-return of capital basis.</td>
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<tr>
<td>Thurs, 2 June 2016</td>
<td>Commencement of trading on an ex-return of capital basis and commencement of trading in consolidated shares on a deferred settlement basis.</td>
</tr>
<tr>
<td>Fri, 3 June 2016</td>
<td>Record date for determining entitlement to participate in the Return of Capital to Shareholders. Last day to register transfers of shares on a pre-consolidated basis and on a pre-return of capital basis.</td>
</tr>
<tr>
<td>Mon, 6 June 2016</td>
<td>Share consolidation becomes effective.</td>
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<tr>
<td>Fri, 10 June 2016</td>
<td>Last day for updating the share register. Payment date for the Return of Capital to Shareholders and notices issued to shareholders including:</td>
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<td>- Confirmation of the number of shares held following the Share Consolidation; and</td>
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<td>- Return of Capital to Shareholders payment advice.</td>
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<tr>
<td>Tue, 14 June 2016</td>
<td>Normal trading resumes.</td>
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<tr>
<td>Thurs, 16 June 2016</td>
<td>Settlement of trades conducted on a T+2 basis and the first settlement of on-market trades conducted on a deferred settlement basis.</td>
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**ASX Trade Note:** As the record date for the Share Consolidation and the Capital Reduction is the same date, ASX is not able to disseminate corporate action messages in relation to the Capital Reduction, and therefore trading on ASX Trade will not be tagged XC (ex-capital reduction).
CORPORATE DIRECTORY

DIRECTORS
Brett Gallagher
Leigh Mackender
Peter Dempsey
Deborah Page AM
Raelene Murphy

COMPANY SECRETARY
Vicki Letcher

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AUDITORS
PricewaterhouseCoopers
Proxy Form

Vote and view the Notice of Meeting online
• Go to www.investorvote.com.au or scan the QR Code with your mobile device.
• Follow the instructions on the secure website to vote.

Your access information that you will need to vote:
Control Number: 999999
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 10:30am (AEST) on Sunday, 29 May 2016

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 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
Proxy Form

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

☐ the Chairman of the Meeting OR

☐ [Name of 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 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 Extraordinary General Meeting of Service Stream Limited to be held at Service Stream's head office, being Level 4, 357 Collins Street, Melbourne 3000, Victoria on Tuesday, 31 May 2016 at 10:30am (AEST) and at any adjournment or postponement of that meeting.

1. Resolution 1: Return of Capital to Shareholders
   - [ ] For
   - [ ] Against
   - [ ] Abstain

2. Resolution 2: Share Consolidation
   - [ ] For
   - [ ] Against
   - [ ] Abstain

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.

Signature of Securityholder(s) This section must be completed.

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director and Sole Company Secretary

Contact Name

Contact Daytime Telephone

Date / /