

# Appendix 3Y

## Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

<b>Name of entity</b>	<b>PROGRAMMED MAINTENANCE SERVICES LIMITED</b>
<b>ABN</b>	<b>61 054 742 264</b>

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	<b>CHRISTOPHER GLEN SUTHERLAND</b>
<b>Date of last notice</b>	<b>3 FEBRUARY 2010</b>

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	<b>DIRECT &amp; INDIRECT INTERESTS</b>
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	<ul style="list-style-type: none"><li>- Direct holdings of performance rights and performance options pursuant to Mr. Sutherland's Executive Service Agreement ("ESA") with the Company</li><li>- Beneficial holdings of fully paid ordinary shares (registered holders shown below).</li></ul>
<b>Date of change</b>	8 August 2011

---

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

<p>No. of securities held prior to change</p>	<p><b><u>Direct:-</u></b>  <b>Performance Options</b></p> <p>Tranche PO-2 150,000 Performance Options  Issue Date: 21 January 2009  Vesting Date: 21 January 2012  Expiry Date: 21 January 2013  Exercise Price: 5 day VWAP at time of issue</p> <p>Tranche PO-3 150,000 Performance Options  Issue Date: 21 January 2010  Vesting Date: 21 January 2013  Expiry Date: 21 January 2014  Exercise Price: 5 day VWAP at time of issue</p> <p><b>Performance Rights</b></p> <p>Tranche PR-3 60,000 Performance Rights  Issue Date: 21 January 2008  Vesting Date: 21 January 2012  Expiry Date: 21 January 2013</p> <p>Tranche PR-4 60,000 Performance Rights  Issue Date: 21 January 2008  Vesting Date: 21 January 2013  Expiry Date: 21 January 2014</p> <p><b><u>Indirect:-</u></b>  <b>Fully Paid Ordinary Shares:</b></p> <table data-bbox="815 1129 1336 1493"> <tr> <td>C&amp;K Sutherland Unit A/c</td> <td>45,240</td> </tr> <tr> <td>Sutho One Pty. Ltd. (Sutho One Super Fund A/c)</td> <td>113,995</td> </tr> <tr> <td>Sutho One Pty. Ltd. (The Sutherland Family A/c)</td> <td>342,100</td> </tr> <tr> <td>PMS Share Schemes Administration Pty. Ltd.</td> <td>81,807</td> </tr> <tr> <td><b>Total</b></td> <td><b>583,142</b></td> </tr> </table>	C&K Sutherland Unit A/c	45,240	Sutho One Pty. Ltd. (Sutho One Super Fund A/c)	113,995	Sutho One Pty. Ltd. (The Sutherland Family A/c)	342,100	PMS Share Schemes Administration Pty. Ltd.	81,807	<b>Total</b>	<b>583,142</b>
C&K Sutherland Unit A/c	45,240										
Sutho One Pty. Ltd. (Sutho One Super Fund A/c)	113,995										
Sutho One Pty. Ltd. (The Sutherland Family A/c)	342,100										
PMS Share Schemes Administration Pty. Ltd.	81,807										
<b>Total</b>	<b>583,142</b>										
<p><b>Class</b></p>	<p>Performance Rights</p>										
<p><b>Number acquired</b></p>	<p>450,000</p>										
<p><b>Number disposed</b></p>	<p>Nil</p>										
<p><b>Value/Consideration</b>  Note: If consideration is non-cash, provide details and estimated valuation</p>	<p>Nil</p>										

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

No. of securities held after change	<b><u>Direct:-</u></b> <b>Performance Options</b>
	Tranche PO-2 150,000 Performance Options Issue Date: 21 January 2009 Vesting Date: 21 January 2012 Expiry Date: 21 January 2013 Exercise Price: 5 day VWAP at time of issue
	Tranche PO-3 150,000 Performance Options Issue Date: 21 January 2010 Vesting Date: 21 January 2013 Expiry Date: 21 January 2014 Exercise Price: 5 day VWAP at time of issue
	<b>Performance Rights</b>
	Tranche PR-3 60,000 Performance Rights Issue Date: 21 January 2008 Vesting Date: 21 January 2012 Expiry Date: 21 January 2013
	Tranche PR-4 60,000 Performance Rights Issue Date: 21 January 2008 Vesting Date: 21 January 2013 Expiry Date: 21 January 2014
	Tranche PR-17 150,000 Performance Rights Issue Date: 8 August 2011 Vesting Date: 1 July 2014 Expiry Date: 1 July 2015
	Tranche PR-18 150,000 Performance Rights Issue Date: 8 August 2011 Vesting Date: 1 July 2015 Expiry Date: 1 July 2016
	Tranche PR-19 150,000 Performance Rights Issue Date: 8 August 2011 Vesting Date: 1 July 2016 Expiry Date: 1 July 2017

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

	<p><b><u>Indirect:-</u></b>  <b>Fully Paid Ordinary Shares:</b></p> <table> <tr> <td>C&amp;K Sutherland Unit A/c</td> <td>45,240</td> </tr> <tr> <td>Sutho One Pty. Ltd. (Sutho One Super Fund A/c)</td> <td>113,995</td> </tr> <tr> <td>Sutho One Pty. Ltd. (The Sutherland Family A/c)</td> <td>342,100</td> </tr> <tr> <td>PMS Share Schemes Administration Pty. Ltd.</td> <td>81,807</td> </tr> <tr> <td><b>Total</b></td> <td><b>583,142</b></td> </tr> </table>	C&K Sutherland Unit A/c	45,240	Sutho One Pty. Ltd. (Sutho One Super Fund A/c)	113,995	Sutho One Pty. Ltd. (The Sutherland Family A/c)	342,100	PMS Share Schemes Administration Pty. Ltd.	81,807	<b>Total</b>	<b>583,142</b>
C&K Sutherland Unit A/c	45,240										
Sutho One Pty. Ltd. (Sutho One Super Fund A/c)	113,995										
Sutho One Pty. Ltd. (The Sutherland Family A/c)	342,100										
PMS Share Schemes Administration Pty. Ltd.	81,807										
<b>Total</b>	<b>583,142</b>										
<p><b>Nature of change</b>  Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>The performance rights have been issued in accordance with Mr Sutherland's Executive Services Agreement which comprises of a "Long Term Incentive Plan", which takes the form of an issue of performance rights. Each Performance Right carries a right to one fully paid ordinary share.</p> <p>The ability of Mr Sutherland to exercise the Performance Rights referred to above is subject to satisfaction of the performance criteria that is based on the Company's performance ranking over the relevant period (the "Performance Period" being the period from 1 July 2011 to the vesting date) and determined by reference to the Total Shareholder Return ("TSR") of the Company over the Performance Period when compared with the TSR for each company in a group of peer companies. The peer group of companies comprises the companies listed in the S&amp;P/ASX 300 (ranked by market capitalisation) after excluding resource companies, banks and listed property trusts. A peer company continues to be included in the comparator group for the entire Performance Period, except where the company is delisted due to takeover or merger. New entrants into the ASX300 during the performance period are included.</p>										

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

	<p>Any Performance Right that becomes capable of exercise may be exercised from the day following the last day of the relevant Performance Period, and will remain capable of exercise for 12 months. Any Performance Rights in a tranche that do not become capable of exercise, or that are not exercised within this 12 month window, will lapse.</p> <p>No amount is payable upon the issue or vesting of Performance Rights.</p>
--	---

**Part 2 – Change of director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of “notifiable interest of a director” should be disclosed in this part.

<b>Detail of contract</b>	N/A
<b>Nature of interest</b>	N/A
<b>Name of registered holder (if issued securities)</b>	N/A
<b>Date of change</b>	N/A
<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	N/A
<b>Interest acquired</b>	N/A
<b>Interest disposed</b>	N/A
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	N/A
<b>Interest after change</b>	N/A

**Part 3 – <sup>+</sup>Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b>	No
---	----

<sup>+</sup> See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

---

If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

---

+ See chapter 19 for defined terms.