

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

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 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

PROGRAMMED MAINTENANCE SERVICES LIMITED

ABN

61 054 742 264

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

1 +Class of +securities issued or to be issued Performance Rights accepted 2 July 2012

2 Number of +securities issued or to be issued (if known) or maximum number which may be issued 1,152,000

+ See chapter 19 for defined terms.

- 3 Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)

Performance Rights

1,152,000 Performance Rights
Vesting Date: 1/7/2016

The Performance Rights are granted to executives and senior employees pursuant to the Company's Long Term Incentive Plan. Each Performance Right carries a right to one fully paid ordinary share.

The Performance Rights will be tested against the following Performance Criteria on the Vesting Date (1 July 2016).

(a) Performance criteria 1: Continued Employment

One third (1/3) of the Performance Rights will vest if participants are continually employed during the Performance Period by the Programmed Group.

(b) Performance criteria 2: Total Shareholder Return (TSR)

One third (1/3) of the Performance Rights, will be able to be vested based on the Company's performance by reference to the TSR 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&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 excluded.

The Company's performance ranking within that group of peer companies at the end of the relevant Performance Period determines the number of TSR Performance Rights that may be vested, as follows:

+ See chapter 19 for defined terms.

Performance Criteria	TSR Performance Rights vested
Below 40th percentile	None vested
Between 40th and 75th percentile (inclusive)	Vested TSR Performance Rights to be determined on a straight line escalation to the 75 th percentile
Above 75th percentile	100% of TSR Performance Rights vested

(c) Performance criteria 3: Earnings Per Share (EPS)

One third (1/3) of the Performance Rights will be able to be vested based on the Company's performance, where a target range for the average annual growth in diluted EPS over the Performance Period of the EPS Performance Rights has been established to determine the number of EPS Performance Rights that may be vested, as follows:

Performance Criteria	EPS Performance Rights vested
Average growth of less than 5%	None vested
Average growth from 5% to 15%	Vested EPS Performance Rights to be determined on a pro-rata basis, with a straight line escalation
Average growth above 15%	100% of EPS Performance Rights vested

The starting EPS would be the reported audited EPS for the prior financial year ending 31 March.

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<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p>	<p>No – securities to be issued have no rights to participate in dividends until they have vested.</p> <p>Each ordinary share arising from the conversion and exercise of a performance right will rank equally in all respects from the date of allotment of that ordinary share.</p>				
<p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 					
<p>5 Issue price or consideration</p>	<p>Nil</p>				
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>The performance rights have been issued in accordance with the Company’s “Long Term Incentive Plan”, which is a share-based compensation scheme for executives and senior employees.</p>				
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>N/A</p>				
<p>8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="708 1451 984 1486">Number</th> <th data-bbox="984 1451 1255 1486">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="708 1486 984 1732">118,175,280</td> <td data-bbox="984 1486 1255 1732">Fully Paid Ordinary Shares</td> </tr> </tbody> </table>	Number	+Class	118,175,280	Fully Paid Ordinary Shares
Number	+Class				
118,175,280	Fully Paid Ordinary Shares				

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	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	842,000	Performance Options
	3,399,000	Performance Rights

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Until vested, Performance rights do not carry a right to a dividend.
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Part 2 - Bonus issue or pro rata issue

11 Is security holder approval required?	Not applicable
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12 Is the issue renounceable or non-renounceable?	Not applicable
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13 Ratio in which the +securities will be offered	Not applicable
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14 +Class of +securities to which the offer relates	Not applicable
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15 +Record date to determine entitlements	Not applicable
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16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not applicable
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17 Policy for deciding entitlements in relation to fractions	Not applicable
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18 Names of countries in which the entity has +security holders who will not be sent new issue documents	Not applicable
<small>Note: Security holders must be told how their entitlements are to be dealt with.</small> <small>Cross reference: rule 7.7.</small>	

19 Closing date for receipt of acceptances or renunciations	Not applicable
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20	Names of any underwriters	Not applicable
21	Amount of any underwriting fee or commission	Not applicable
22	Names of any brokers to the issue	Not applicable
23	Fee or commission payable to the broker to the issue	Not applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	Not applicable
25	If the issue is contingent on +security holders' approval, the date of the meeting	Not applicable
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	Not applicable
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not applicable
28	Date rights trading will begin (if applicable)	Not applicable
29	Date rights trading will end (if applicable)	Not applicable
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	Not applicable
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable

+ See chapter 19 for defined terms.

- 32 How do +security holders dispose of their entitlements (except by sale through a broker)? Not applicable
- 33 +Despatch date Not applicable

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of securities
(tick one)
- (a) Securities described in Part 1
- (b) All other securities
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 A copy of any trust deed for the additional +securities

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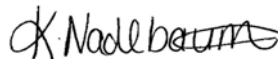
Entities that have ticked box 34(b)

38	Number of securities for which +quotation is sought	Not applicable	
39	Class of +securities for which quotation is sought	Not applicable	
40	<p>Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	Not applicable	
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another security, clearly identify that other security)</p>	Not applicable	
42	Number and +class of all +securities quoted on ASX (including the securities in clause 38)	Number	+Class
		Not applicable	Not applicable

+ See chapter 19 for defined terms.

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here: Company Secretary

Date: 2 July 2012

Print name: Katina Nadebaum

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