



PROGRAMMED MAINTENANCE SERVICES LIMITED
ABN 61 054 742 264

NOTICE OF 2013 ANNUAL GENERAL MEETING
WEDNESDAY, 7 AUGUST 2013 AT 10.00AM (PERTH TIME)

at

PARMELIA HILTON PERTH
14 MILL STREET, PERTH, WESTERN AUSTRALIA

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("**AGM**") of shareholders of Programmed Maintenance Services Limited ("**Company**") will be held at the Parmelia Hilton, 14 Mill Street, Perth, Western Australia on Wednesday, 7 August 2013 at 10.00am (Perth time).

Attached to, and forming part of, this Notice of Meeting are explanatory notes that provide shareholders with background information and further details on the Resolutions to assist shareholders to determine how they wish to vote on the Resolutions. This Notice of Meeting, including the explanatory notes, should be read in its entirety.

ORDINARY BUSINESS

ANNUAL REPORTS

To consider the financial report, the Directors' report and the Auditor's report for the year ended 31 March 2013.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

"That the remuneration report (which forms part of the Directors' report for the year ended 31 March 2013) be adopted."

Note: The vote on this Resolution is advisory only.

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the key management personnel of the Company (at the date of the meeting or whose remuneration is disclosed in the remuneration report) ("**KMP**") and their closely related parties (such as close family members and controlled companies), unless the vote is cast:

- (a) as proxy for a person entitled to vote in accordance with a direction on the proxy appointment; or
- (b) by the Chairman of the meeting as proxy for a person entitled to vote and the proxy appointment expressly authorises the Chairman of the meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Company's KMP.

KMP and their closely related parties are prohibited under the Corporations Act 2001 from voting in a manner contrary to the above. The Chairman of the meeting (where appropriately authorised) intends to vote all available undirected proxies in favour of Resolution 1.

RESOLUTION 2 – ELECTION OF ANDREA GRANT AS A DIRECTOR

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

"That Ms Andrea Grant, who was appointed as a Director by the Board on 17 September 2012 and is retiring in accordance with the Company's Constitution, and being eligible, offers herself for election, be elected as a Director of the Company."

RESOLUTION 3 – RE-ELECTION OF BRUCE BROOK AS A DIRECTOR

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

"That Mr Bruce Brook, who is retiring from the office of Director by rotation in accordance with the Company's Constitution, and being eligible, offers himself for re-election, be re-elected as a Director of the Company."

RESOLUTION 4 – APPROVAL OF MANAGING DIRECTOR'S LONG TERM INCENTIVE PLAN AND GRANT OF PERFORMANCE RIGHTS TO THE MANAGING DIRECTOR

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

"That, for the purposes of ASX Listing Rules 10.14 and Exception 9(b) of ASX Listing Rule 7.2 and for all other purposes, shareholders approve:

- (a) *the Managing Director's Long Term Incentive Plan (the "Plan"), the terms of which are summarised in the explanatory notes accompanying this Notice of Meeting, and the issue of securities under the Plan; and*
- (b) *the 2013 grant to Mr Christopher Sutherland, the Company's Managing Director, of 160,000 Performance Rights pursuant to that Plan, the terms of which are summarised in the explanatory notes accompanying this Notice of Meeting."*

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 4 by, or on behalf of:

- (a) the Managing Director and any other director of the Company (except one who is ineligible to participate in any employee incentive scheme in relation to the Company) and their associates; and
- (b) a member of KMP (and their closely related parties) acting as a proxy,

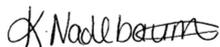
unless the vote is cast as proxy for a person entitled to vote in accordance with a direction on the proxy appointment, or by the Chairman of the meeting as proxy for a person entitled to vote and the proxy appointment expressly authorises the Chairman of the meeting to vote undirected proxies as the Chairman sees fit and exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Company's KMP.

KMP and their closely related parties are prohibited under the Corporations Act 2001 from voting as proxy in a manner contrary to the above. The Chairman of the meeting (where appropriately authorised) intends to vote all available undirected proxies in favour of Resolution 4.

OTHER BUSINESS

To transact any other business that may be brought forward in accordance with the Company's Constitution or the law.

By order of the Board



Katina Nadebaum
Company Secretary

7 June 2013

EXPLANATORY NOTES

1. ANNUAL REPORTS

The Company's 2013 Annual Report, including the financial report, the Directors' report and the Auditor's report for the year ended 31 March 2013, will be considered. A copy of the 2013 Annual Report is available on the Company's website at www.programmed.com.au and on ASX's website www.asx.com.au.

As a shareholder you may elect to receive by mail, free of charge, the Company's 2013 Annual Report. If you would like a hard copy, please contact the Company's share registrar Computershare. The Company mails a copy of the Annual Report to those shareholders who have made an election to receive them.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

Section 250R(2) of the Corporations Act 2001 (Cth) ("**Corporations Act**") requires that a resolution that the remuneration report be adopted be put to the vote at the Company's AGM. While the vote on the resolution is advisory only, and does not bind the Directors or the Company, the Board will take into consideration the outcome of voting on this resolution when assessing the remuneration policy for non-executive Directors and executives in the future.

***Directors' recommendation:** The Board recommends that shareholders vote in favour of the adoption of the remuneration report.*

3. RESOLUTION 2 – ELECTION OF ANDREA GRANT AS A DIRECTOR

Shareholder approval is sought for the election of Ms Andrea Grant as a Director of the Company.

Ms Grant was appointed a Non-executive Director by the Board in September 2012. At the AGM, Ms Grant will automatically retire from the office of Director in accordance with the Company's Constitution and is eligible for election. Being eligible, Ms Grant offers herself for election as a Director.

Ms Grant is a senior human resources professional with over 20 years experience with both global and Australian companies across the finance, pharmaceutical, automotive and telecommunication industries. She was formerly Group Managing Director Human Resources of Telstra, Executive Director of Human Resources of GM Holden, Regional Human Resources Director of GM Holden's Asia Pacific Engineering function and Human Resources Director of Merck, Sharp and Dohme (New Zealand) Ltd a subsidiary of Merck & Co.

Ms Grant is the Chair of the Board's Remuneration Committee, a member of the Board's Nomination Committee and a member of the Board's Health, Safety and Environment Committee.

***Directors' recommendation:** The Board is of the view that it has benefited and will continue to benefit from the skills, knowledge and experience that Ms Grant brings to the Company. The Board recommends that shareholders vote in favour of Resolution 2. Ms Grant does not make a recommendation due to her interest in the outcome of the Resolution.*

4. RESOLUTION 3 – RE-ELECTION OF BRUCE BROOK AS A DIRECTOR

Mr Bruce Brook joined the Board as a Non-executive Director in June 2010 and was appointed Chairman in August 2011. Mr Brook retires at the AGM by rotation and, being eligible, offers himself for re-election as a Director in accordance with the Company's Constitution.

Mr Brook is a chartered accountant with extensive experience in the mining industry, as well as experience in the financial services and manufacturing industries. Mr Brook was the Chief Financial Officer of WMC Resources Limited from 2002 to 2005 and has approximately 30 years experience in senior finance positions at major public companies including Gold Fields of South Africa Limited, Rio Tinto Limited, Pacific Dunlop and ANZ Banking Group. His current non-executive directorships include CSL Limited, Boart Longyear Limited, Newmont Mining Corporation (NYSE Listed), Export Finance and Insurance Corporation and the Deep Exploration Technologies Co-operative Research Centre. Mr Brook is a member of the Salvation Army Audit Committee and was previously a member of the Financial Reporting Council.

Mr Brook is the Chairman of the Board's Nomination Committee and a member of the Board's Remuneration Committee.

Directors' recommendation: *The Board is of the view that Mr Brook, including as a result of his extensive experience as a director, continues to add considerable value to the Board. The Board recommends that shareholders vote in favour of Resolution 3. Mr Brook does not make a recommendation due to his interest in the outcome of the Resolution.*

5. RESOLUTION 4 – APPROVAL OF MANAGING DIRECTOR'S LONG TERM INCENTIVE PLAN AND GRANT OF PERFORMANCE RIGHTS TO THE MANAGING DIRECTOR

5.1 Background

Resolution 4 seeks shareholder approval for the purposes of:

- ASX Listing Rule 7.2 Exception 9(b), and for all other purposes, to approve the Managing Director's Long Term Incentive Plan ("**Plan**") and the issue of securities under the Plan from time to time; and
- ASX Listing Rule 10.14, and for all other purposes, to grant 160,000 Performance Rights to the Company's Managing Director, Christopher Sutherland, pursuant to the Plan.

As announced to ASX on 6 March 2013, and as disclosed in the Remuneration Report set out on pages 27 to 47 of the 2013 Annual Report, the remuneration of the Company's Managing Director, Christopher Sutherland (in accordance with his Employment Agreement) comprises:

- fixed annual remuneration (being a base salary, superannuation contribution and benefits as allocated in accordance with Company's policies);
- a short term incentive bonus of up to 75% of fixed annual remuneration payable in the Company's shares or cash upon the achievement of key performance indicators (to be agreed between Mr Sutherland and the Board); and
- a long term incentive ("**LTI**") component, whereby Mr Sutherland may, subject to shareholder approval, be invited to participate in the Plan and be granted Performance Rights, which may vest into shares in the Company subject to specified performance criteria in accordance with the Plan rules.

In relation to the LTI component, it is proposed that, subject to shareholder approval of Resolution 4, Mr Sutherland be granted 160,000 Performance Rights ("**2013 Performance Rights**"), which will vest in 4 years (on 1 July 2017) ("**Vesting Date**"), subject to the applicable performance criteria being met. The 2013 Performance Rights will be subject to the performance criteria set out in paragraph 5.3 below ("**Performance Criteria**"). These Performance Criteria must be satisfied over the relevant performance period before they can vest.

A performance right is a right to acquire one fully paid share ("**Share**") in the Company ("**Performance Right**").

5.2 Non-executive Directors' views and recommendation

The non-executive Directors:

- (a) believe that the continued success of the Company will depend in large measure on the skills, motivation and leadership of Mr Sutherland in overseeing the management of the Company's operations and strategy;
- (b) took into account the nature of Mr Sutherland's position, the function and purpose of the LTI component of the Company's remuneration strategy, benchmarking against the practices of its Australian peer companies and other relevant information provided by external remuneration consultants; and
- (c) consider that the grant of these 2013 Performance Rights is an appropriate form of remuneration and is part of a reasonable remuneration package (taking into account the Company's and Mr Sutherland's circumstances).

Accordingly, it is the non-executive Directors' view that it is in the best interests of shareholders to approve Resolution 4 because they consider this share based LTI arrangement and the grant of the 2013 Performance Rights appropriately aligns his remuneration with shareholder returns due to the significant Performance Criteria the Company must achieve for the LTI components to vest. The non-executive Directors therefore recommend that shareholders vote in favour of Resolution 4.

5.3 Reasons shareholder approval is being sought

ASX Listing Rule 7.2 Exception 9(b)

ASX Listing Rule 7.1 imposes a limit on the number of equity securities (including Shares issued pursuant to the vesting of Performance Rights under the Plan) that a company can issue or agree to issue without shareholder approval. Generally, a company may not without shareholder approval issue in any 12 month period a number of equity securities that is more than 15% of the number of fully paid ordinary shares on issue 12 months before the issue.

ASX Listing Rule 7.2 Exception 9(b) effectively provides that securities issued pursuant to an employee incentive plan are not included in the calculation of the 15% limit for ASX Listing Rule 7.1 purposes, provided that the employee incentive scheme and the issue of securities under it have been approved by shareholders within the three years period prior to the issue of securities.

Resolution 4 seeks shareholder approval, for the purposes of ASX Listing Rule 7.2 Exception 9(b), and for all other purposes, of the Plan and the issue of securities under the Plan from time to time.

Approval is being sought to ensure that the securities issued under the Plan, including the issue of the 2013 Performance Rights do not count towards the Company's 15% capacity to issue securities within any 12 month period under ASX Listing Rule 7.1. The approval will preserve flexibility for the Company to issue securities in the future without the need for future shareholder approval. The requirement to obtain shareholder approval for an issue, at the time of issue, could limit the Company's ability to take advantage of opportunities that may arise.

If Resolution 4 is passed, all securities issued by the Company under the Plan will be excluded from the 15% limit imposed by ASX Listing Rule 7.1 for a period of 3 years from the date of the approval.

It should be noted that, notwithstanding an approval by shareholders of Resolution 4, any future grant of Performance Rights to a Director, including the Managing Director, in addition to the 2013 Performance Rights will remain subject to shareholder approval under ASX Listing Rule 10.14.

ASX Listing Rule 10.14

ASX Listing Rule 10.14 requires a listed company to obtain shareholder approval prior to the issue of securities under an employee incentive scheme to a director of a company or his or her associates. As Mr Sutherland is a Director of the Company, approval is being sought for the purposes for ASX Listing Rule 10.14, and for all other purposes, to make the grant of the 160,000 2013 Performance Rights to Mr Sutherland in accordance with the terms and conditions of the Plan. Approval under ASX Listing Rule 10.14 is an exception to the prohibition on a Company issuing shares to related parties without shareholder approval under ASX Listing Rule 10.11.

5.4 Terms of the 2013 Performance Rights

If shareholders approve Resolution 4, the Board intends to invite the Managing Director to accept an offer of 160,000 2013 Performance Rights under the Plan.

The 2013 Performance Rights will only vest if the Performance Criteria described below is satisfied. The 2013 Performance Rights will be tested against the applicable Performance Criteria on the Vesting Date (1 July 2017) to determine the number of the 2013 Performance Rights that will vest into Shares (which are to be allocated to the Managing Director shortly after the Vesting Date):

- 80,000 of the 2013 Performance Rights are subject to performance criteria 1 – Total Shareholder Return ("**TSR 2013 Performance Rights**"), and
- 80,000 of the 2013 Performance Rights are subject to performance criteria 2 – Earnings Per Share ("**EPS 2013 Performance Rights**").

(a) Performance criteria 1: Total Shareholder Return ("TSR")

The Managing Director will be entitled to be issued with a maximum of 80,000 TSR 2013 Performance Rights, based on the Company's performance by reference to the TSR over the relevant period (the "**Performance Period**" being the period from 1 July 2013 to 1 July 2017) when compared with the TSR for each company in a group of peer companies. Broadly speaking, TSR is the growth in share price, plus the value of dividends and distributions on the relevant shares. The peer group of companies comprises the companies listed in the S&P/ASX 300 as at the date of the invitation 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 S&P/ASX 300 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 2013 Performance Rights that may vest, as follows:

Performance Criteria	TSR 2013 Performance Rights vesting
TSR at or below 40th percentile	None vest
TSR between 40th and 75th percentile (inclusive)	Vesting TSR 2013 Performance Rights to be determined on a straight line escalation from 0% to 100%
TSR at or above 75th percentile	100% of TSR 2013 Performance Rights vest

(b) Performance criteria 2: Earnings Per Share ("EPS")

The Managing Director will be entitled to be issued with a maximum of 80,000 EPS 2013 Performance Rights, depending on the Company's performance. A target range for the average annual growth in diluted EPS over the Performance Period of the EPS 2013 Performance Rights has been established to determine the number of EPS 2013 Performance Rights that may be vested, as follows:

Performance Criteria	EPS Performance Rights vesting
Average EPS growth of less than 5% pa	None vest
Average EPS growth from 5% to 15% pa (inclusive)	Vesting EPS 2013 Performance Rights to be determined on a straight line escalation from 0% to 100%
Average EPS growth above 15% pa	100% of TSR 2013 Performance Rights vest

The starting EPS for the EPS 2013 Performance Rights is the reported audited EPS for the Company's prior financial year ending 31 March.

5.5 Summary of the terms of the Managing Director's Long Term Incentive Plan

A summary of the terms and conditions of the Plan is set out below.

Board's discretion to make invitations to Managing Director and determine criteria

Under the Plan, the Board may, in its absolute discretion, from time to time invite the Managing Director to participate in the Plan and to make an offer to acquire a specified number of Performance Rights under the Plan. An invitation issued to the Managing Director under the Plan will set out, amongst other things, the number of Performance Rights that the Managing Director is invited to acquire, and the Performance Criteria and the Performance Period applicable to some or all of the Performance Rights. Upon receiving an invitation, the Managing Director may then apply for the Performance Rights. As noted above, however, any specific grant of Performance Rights to the Managing Director will always be subject to shareholder approval under ASX Listing Rule 10.14.

Performance Rights

A Performance Right is a right to acquire one fully paid ordinary share in the Company subject to the satisfaction of certain Performance Criteria. Until a Performance Right vests and a share is issued, the Managing Director, in his capacity as a holder of a Performance Right does not (by virtue of holding Performance Rights) have a legal or beneficial interest in Shares of the Company and is not entitled to receive dividends or other shareholder benefits.

Transferability

Invitations made under the Plan are personal to the Managing Director and may not be transferred or assigned to another person except with the consent of the Board, to an Associate of that Participant (each as defined under the Plan) or from an Associate of a Participant to that Participant, or in such other circumstances as the Board may determine in its sole discretion. The Managing Director must not otherwise assign, transfer, sell, grant an encumbrance over or otherwise deal with a Performance Right during the Performance Period except with the written consent of the Board.

No consideration payable

No consideration is payable in respect of the grant of the Performance Rights, nor is any amount payable upon the vesting of Performance Rights, or the subsequent issue of Shares in respect of them.

Vesting of Performance Rights and issue of Shares

Subject to the terms of the Plan, if the Performance Criteria applicable to Performance Rights are satisfied over the Performance Period, the Company must allocate to the holder the number of Shares to which it is entitled under the terms of those Performance Rights by either acquiring Shares in the ordinary course of trading on ASX or issuing new Shares. If the Performance Criteria applicable to any Performance Rights are not satisfied over the Performance Period, those Performance Rights will lapse.

Ability to impose restrictions on dealing with Shares

Under the Plan, the Company has the discretion to impose a restriction period on Shares allocated to a participant on vesting of Performance Rights provided that any such restriction is outlined in the invitation for those Performance Rights. During the restriction period, a participant must not assign, transfer, sell, grant an encumbrance over or otherwise deal with the Shares other than in prescribed circumstances set out in the invitation.

Quotation

The Company will not seek quotation of any Performance Rights on ASX. The Company will, however, apply to the ASX for quotation of Shares issued pursuant to vesting of Performance Rights if other Shares of the Company are quoted by ASX at that time.

Change of Control event

If a change of control event occurs prior to the satisfaction of the Performance Criteria applicable to the Performance Rights, then at the discretion of the Board:

- (a) the number of Performance Rights that will vest will be the greater of:
 - (i) 50% of all of the Performance Rights; and
 - (ii) the number of those Performance Rights that would vest if the Performance Criteria were applied at the date of the change of control event as if the Performance Period ended on the date of the change of control event with such amendments to the Performance Criteria as the Board may deem appropriate in the circumstances; or
- (b) the Board may negotiate a transition, transfer or replacement of the Performance Rights to performance rights under an alternate plan that they assess as being no less favourable under the Plan.

For this purpose, a "**change of control event**" occurs:

- (i) if a takeover bid is made for all of the Shares, when takeover offers are accepted in respect of at least 50% of the total voting shares in the Company;
- (ii) if the court orders a meeting of the Company's shareholders to be held in relation to a proposed compromise or arrangement for the purpose of, or in connection with, a merger by scheme of arrangement under Part 5.1 of the Corporations Act;
- (iii) a person's voting power in the Company increases from less than 50% to 50% or more (whether under a takeover bid or otherwise); or
- (iv) if any other event determined by the Board for the purposes of the rules of the Plan occurs.

Note that for the 2013 Performance Rights, in determining whether the Performance Criteria have been satisfied in the case of a change of control event, the Performance Period will be taken to be from 1 July 2013 to the date on which the change of control event occurs, and the following principles will be applied:

- performance criteria 1 – Total Shareholder Return: the price (including, if appropriate, implied price) of the Company's shares under a takeover bid, scheme of arrangement or other control transaction, will be used in determining the Company's TSR performance ranking; and
- performance criteria 2 – Earnings Per Share: the average of the Company's EPS in the two reported half-years immediately preceding the change of control event will be used to determine the Company's EPS growth.

Cessation of employment

Performance Rights will, at the discretion of the Board, automatically lapse if the Managing Director ceases to be an Employee (as defined in the Plan), other than in Special Circumstances (see definition below) or the Managing Director commits an act of fraud, dishonesty, theft or gross misconduct in relation to the affairs of an Employing Company (as defined in the Plan). "**Special Circumstances**" includes retirement, redundancy, death or permanent disablement of the Managing Director or other circumstances that the Board determines from time to time.

If the Managing Director's employment ceases because of Special Circumstances, then:

- if less than 24 months of the Performance Period relating to the Performance Rights has elapsed at the date of cessation of Employment, all of the Performance Rights will, at the discretion of the Board, be forfeited; or
- if 24 months or more of the relevant Performance Period has elapsed at the date of cessation of Employment, a proportion of the Managing Director's Performance Rights (calculated in proportion to the number of days in the Performance Period which have elapsed as at the date of cessation of Employment) will be capable of vesting if the Performance Criteria in respect of those Performance Rights was satisfied over the part of the Performance Period ending on the date of cessation of Employment. In such circumstances, the remaining Performance Rights that do not vest, will lapse.

For example, for the 2013 Performance Rights, if Mr Sutherland ceased employment then, subject to the Board's discretion, Mr Sutherland may be entitled to retain a pro rata portion of the 2013 Performance Rights that have been issued to him, if an initial 24 month qualifying period from the date of the issue of the 2013 Performance Rights has passed and the minimum Performance Criteria in relation to the Company's EPS and TSR performance (as set out in paragraph 5.4 above) have been satisfied. The Performance Period in relation to the 2013 Performance Rights in this case will be taken to be from 1 July 2013 to the date on which Mr Sutherland's employment ends due to Special Circumstances (assuming that is more than 24 months after the start of the Performance Period).

Winding up

In the event that an order is made for the compulsory winding up of the Company or the Company passes a resolution for a voluntary winding up, all unvested Performance Rights will lapse.

Capital reorganisation

In the event of a reorganisation of capital of the Company, the rights of a participant (including the number of Performance Rights) will be changed to the extent necessary to comply with the ASX Listing Rules that apply to a reorganisation of capital at the time of the reorganisation, or otherwise, will be changed as the Board determines in proportion to the impact of the capital reconstruction.

Bonus issues

If the Company makes a bonus issue (other than an issue in lieu or in satisfaction of dividends or distributions or by way of dividend or distribution reinvestment), then the number of underlying Shares into which the Performance Rights may vest will be increased by the number of Shares that the Participant would have received if the Performance Rights had vested before such record date.

Pro rata issue

If the Company makes a pro rata issue of Shares (except a bonus issue), there will be no change in the number of Performance Rights nor the number of Shares which a participant is entitled to on exercise of those rights.

New issue

During the currency of any Performance Rights and prior to vesting and the issue of Shares in respect of those Performance Rights, the holder is not entitled to participate in any new issue of securities as a result of him holding Performance Rights.

Administration of the Plan

The Board will administer the Plan, unless it decides to delegate all or any of its functions and powers under the rules of the Plan to a person or persons.

Amendments to the Plan

Subject to the terms of the Plan and the ASX Listing Rules, the Board may at any time amend the rules of the Plan and/or waive or amend the application of any of the provisions in the rules of the Plan in relation to a participant (including the waiver or amendment of any Performance Criteria) and such amendments may operate retrospective as specified by the Board.

5.6 Specific information required of ASX Listing Rules

In accordance with the requirements of Exception 9 of ASX Listing Rule 7.2 in relation to the approval of the Plan itself, the following additional information is provided:

- **Prior participation:** Approval was sought (and obtained) at the Company's 2012 AGM to issue to Mr Sutherland 150,000 Performance Rights pursuant to the Plan, and those performance rights were issued to Mr Sutherland on 6 August 2012. No other persons have been issued securities under the Plan since it was approved at the Company's 2012 AGM.

In accordance with the requirements of ASX Listing Rule 10.15, the following information is provided in relation to the proposed grant of the 160,000 2013 Performance Rights to Mr Sutherland:

- **Maximum number of securities:** The maximum number of 2013 Performance Rights to be issued to Mr Sutherland is 160,000. If all of the Performance Criteria are satisfied, upon vesting of those rights, Mr Sutherland would receive a maximum of 160,000 Shares.
- **Terms of 2013 Performance Rights:** The 2013 Performance Rights will be issued in accordance with the terms of the Plan (a summary of which is set out in paragraph 5.5 above). The key terms of the 2013 Performance Rights are summarised in paragraph 5.4 above.
- **Issue price:** No cash consideration is payable by Mr Sutherland to acquire the 2013 Performance Rights or upon the vesting of those rights and resulting issue of Shares in respect of them (but the relevant Performance Criteria must first be satisfied before the 2013 Performance Rights can be exercised).
- **Prior participation:** As outlined above, approval was sought (and obtained) at the Company's 2012 AGM to issue to Mr Sutherland 150,000 Performance Rights pursuant to the Plan, and those Performance Rights were issued to Mr Sutherland on 6 August 2012 for no cash consideration. No other persons referred to in ASX Listing Rule 10.14 have been issued securities under the Plan since it was approved at the Company's 2012 AGM.
- **Future participation:** The Managing Director of the Company from time to time is the only person eligible to participate in the Plan. Any grants to a Managing Director will remain subject to shareholder approval under ASX Listing Rule 10.14 notwithstanding that shareholders may approve Resolution 4. Mr Sutherland is the Company's current Managing Director.
- **Loan:** No loan is being made available to Mr Sutherland in connection with this issue of 2013 Performance Rights.
- **Date of issue:** The 2013 Performance Rights will be issued to Mr Sutherland as soon as practicable following shareholder approval (and in any event within 12 months of the date of the AGM).

OTHER INFORMATION

Determination of Shareholders' Right to Attend and Vote

The Company has determined that persons who are registered holders of Shares at 5.00pm (Perth time) on 5 August 2013 will be entitled to attend and vote at the AGM.

Voting by Proxy

A shareholder entitled to attend and vote at the AGM may appoint a proxy. A proxy need not be a shareholder and can be either an individual or a body corporate. If a body corporate is appointed as a proxy, it must ensure that it appoints a corporate representative to exercise its powers as proxy at the meeting (see below).

A shareholder entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

Sections 250BB and 250BC of the Corporations Act apply to voting by proxy. Generally, these sections mean that if proxy holders vote, they must cast all directed proxies as directed, and any directed proxies that are not voted will automatically default to the Chairman of the meeting, who must vote the proxies as directed. If the proxy has two or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands.

The following addresses are specified for the purposes of receipt of proxy appointments and any authorities under which proxy appointments are signed (or certified copies of those authorities):

- By Facsimile:** (within Australia) 1800 783 447 (outside Australia) +61 3 9473 2555
- By Post:** Computershare Investor Services Pty Limited, GPO Box 242 MELBOURNE VIC 3001
- Online:** A proxy can be appointed electronically by visiting www.investorvote.com.au and following the instructions provided.
- In Person:** Computershare Investor Services Pty Limited
Level 2, 45 St George's Terrace
Perth WA 6000

For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting instructions.

To be effective, a proxy appointment and, if the proxy appointment is signed by the shareholder's attorney, the authority under which the appointment is signed (or a certified copy of the authority) must be received by the Company at least 48 hours before the commencement of the Meeting.

The enclosed proxy form provides further details on appointing proxies and lodging the proxy forms.

Bodies corporate

A body corporate may appoint an individual as its representative to exercise all or any of the powers the body may exercise (either as a shareholder or as a proxy) at a meeting of a Company's shareholders. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution. The representative will need to bring to the AGM evidence of his or her appointment, including any authority under which it is signed, unless it has previously been given to the Company.

Programmed Maintenance Services Limited
 ABN 61 054 742 264

Lodge your vote:

 **Online:**
 www.investorvote.com.au

 **By Mail:**
 Computershare Investor Services Pty Limited
 GPO Box 242 Melbourne
 Victoria 3001 Australia

Alternatively you can fax your form to
 (within Australia) 1800 783 447
 (outside Australia) +61 3 9473 2555

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 (within Australia) 1300 850 505
 (outside Australia) +61 3 9415 4000

┌ 000001 000 PRG
 MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030



Proxy Form



Vote online or view the annual report, 24 hours a day, 7 days a week:

www.investorvote.com.au

- Cast your proxy vote**
- Access the annual report**
- Review and update your securityholding**

Your secure access information is:

Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

 **To be valid, your proxy appointment must be received by 10:00am (Perth Time) Monday 5 August 2013**

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 as they choose. 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 information tab, "Downloadable 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** ➔

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf XX

I/We being a member/s of Programmed Maintenance Services Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

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 Annual General Meeting of Programmed Maintenance Services Limited to be held at Parmelia Hilton, 14 Mill Street, Perth, WA on Wednesday 7 August 2013 at 10:00am (Perth Time) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy on Resolutions 1 and 4 even though Resolutions 1 and 4 are connected directly or indirectly with the remuneration of a member of key management personnel.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1 and 4 by marking the appropriate box in step 2 below.

STEP 2 Items of Business **PLEASE NOTE:** If you mark the Abstain box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Election of Andrea Grant as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-election of Bruce Brook as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Approval of Managing Director's Long Term Incentive Plan and Grant of Performance Rights to the Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting (where appropriately authorised) intends to vote all undirected proxies in favour of all resolutions.

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

<p>Individual or Securityholder 1</p> <div style="border: 1px solid black; height: 20px; width: 100%;"></div> <p>Sole Director and Sole Company Secretary</p>	<p>Securityholder 2</p> <div style="border: 1px solid black; height: 20px; width: 100%;"></div> <p>Director</p>	<p>Securityholder 3</p> <div style="border: 1px solid black; height: 20px; width: 100%;"></div> <p>Director/Company Secretary</p>
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Contact Name _____ Contact Daytime Telephone _____ Date ____/____/____