

SHARE PURCHASE PLAN

Transfield Services Limited ACN 000 484 417



This is an important document. The Transfield Services Limited Share Purchase Plan does not take into account your individual investment objectives, financial situation or particular needs. If you are in any doubt about the action you should take, please consult your financial, taxation or other adviser accordingly.

No offer in the US or to US persons

These materials do not constitute an offer of securities for sale in the United States or to "U.S. persons" (as defined in Regulation S under the U.S. Securities Act) and may not be sent or disseminated in, directly or indirectly, the United States or to any "U.S. person" in any place. Transfield Services Limited's shares have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States and may not be offered, sold or otherwise transferred in the United States or to any "U.S. person" except in compliance with the registration requirements of the U.S. Securities Act and any other applicable state securities laws or pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws.

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SHARE PURCHASE PLAN

Dear Shareholder,

On behalf of the Board of Transfield Services Limited (Transfield Services), I am pleased to invite you to participate in the Transfield Services Share Purchase Plan (SPP).

The SPP offers eligible shareholders an opportunity to purchase shares in Transfield Services to a value of A\$1,000, A\$5,000, A\$10,000 or A\$15,000 at a discount and free from brokerage and transaction costs (New Shares).

Funds raised through the SPP will be used initially to repay debt which will further strengthen our financial metrics. This provides Transfield Services with greater balance sheet flexibility and facilitates the continued focus on organic and acquisitive growth and other development opportunities. The SPP will assist our strategy of providing consistency of earnings and the generation of solid and reliable returns for all shareholders.

Participation in the SPP is entirely voluntary and is open to shareholders who hold Transfield Services shares as at **7.00pm (AEST) on Wednesday, 25 August 2010** and who have a registered address in Australia or New Zealand (Eligible Shareholders).

The offer price of the New Shares will be at a 5 per cent discount to the average of the daily volume weighted average price of Transfield Services shares over the five trading days immediately preceding the announcement of the SPP, not including the announcement date – namely 19 August 2010 to 25 August 2010 inclusive (Pricing Period). Transfield Services will announce this offer price on the ASX as soon as it is known.

When issued, New Shares will rank equally with existing shares, but will not be eligible to receive the final dividend for the 2009/2010 financial year announced today.

Transfield Services reserves absolute discretion regarding the amount raised under the SPP and the exercise of its right to scale back applications. Should this happen, you may be allocated New Shares to a value which is less than the parcel of New Shares you applied for and the difference will be refunded to you.

Full details of the SPP are set out in the enclosed Terms and Conditions.

When to apply

The SPP will be open on Tuesday, 31 August 2010 and will remain open until 5.00pm AEST on Tuesday, 21 September 2010. As soon as practicable after the close of the SPP, Transfield Services will make an ASX announcement as to the outcome of the SPP and the number of New Shares to be issued.

How to apply

To apply for New Shares under the SPP, you can either:

- complete the enclosed Application Form and return it together with your cheque, bank draft or money order as shown on the Application Form; or
- make a payment by BPAY^{®1} using the details on your Application Form. If you make a payment by BPAY you do not need to return your Application Form.

Application Forms must be received by Computershare or a BPAY payment must be received by **5.00pm (AEST) on Tuesday, 21 September 2010**. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by this time.

Please note, only Eligible Shareholders who make payment through an Australian financial institution are able to make a BPAY payment.

I encourage you to read and consider carefully the enclosed Terms and Conditions. If you are in any doubt about the action you should take, please consult your financial, taxation or other adviser accordingly.

If you have any questions in relation to the SPP, please contact our registry, Computershare Investor Services on 1300 702 167 (within Australia) or +61 3 9415 4683 (outside Australia).

Thank you for your continued support of Transfield Services.

Yours faithfully



Anthony Shepherd
Chairman

26 August 2010

1. Registered to BPAY Pty Ltd. ABN 69 079 137 518

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IMPORTANT NOTICE: If you apply to participate in the SPP by completing and returning the Application Form or making a payment by BPAY®, you are accepting the risk that the market price of New Shares may change between the Record Date, the date of the offer, the date on which you send in an Application Form or make a BPAY payment and the Allotment Date. This means it is possible that, up to or after the Allotment Date, you may be able to buy Shares at a lower price than the price offered under the SPP.

We encourage you to seek your own professional advice regarding your participation in the SPP.

TRANSFIELD SERVICES LIMITED SHARE PURCHASE PLAN

Transfield Services is pleased to provide Eligible Shareholders with the opportunity to participate in the Transfield Services Limited Share Purchase Plan (SPP) by subscribing for up to A\$15,000 of new fully paid ordinary shares in Transfield Services (New Shares) without incurring brokerage or other transaction costs. Details of this offer and how to participate are set out in this document.

IMPORTANT DATES

Date	Event
Thursday, 19 August 2010 to Wednesday, 25 August 2010 (inclusive)	Pricing Period
7.00pm AEST on Wednesday, 25 August 2010	Record Date
Thursday, 26 August 2010	Announcement date
Tuesday, 31 August 2010	SPP opens
Tuesday, 21 September 2010	SPP closes. Application Forms must be received by Computershare or BPAY payments must be received by 5.00pm AEST.
Thursday, 30 September 2010	Scaleback Date (if applicable)
Friday, 1 October 2010	Allotment Date
Friday, 1 October 2010	New Shares under the SPP expected to commence trading
Thursday, 7 October 2010	Dispatch Date

Transfield Services has the discretion to alter any of the key dates by lodging a revised timetable with ASX.

ELIGIBLE SHAREHOLDERS

You are an Eligible Shareholder and may participate in the SPP if you were a registered holder of Transfield Services ordinary shares with a registered address in Australia or New Zealand on **Wednesday, 25 August 2010 at 7.00pm (AEST)**, unless:

- you hold Transfield Services shares on behalf of another person who resides outside Australia or New Zealand; or
- you are a "U.S. person" (as defined in Regulation S under the US Securities Act of 1933) or acting for the account or benefit of a "U.S. person".

In accordance with relevant New Zealand securities law, a person who, on the Record Date was registered as a holder of Transfield Services shares with a New Zealand address but who, as at the time of this offer (Tuesday, 31 August 2010) no longer holds Transfield Services shares, is not eligible to participate in the SPP.

Transfield Services has determined that it is not practical for holders of Transfield Services shares with registered addresses in other jurisdictions to participate in the SPP.

To the extent that you hold shares on behalf of another person resident outside Australia or New Zealand, it is your responsibility to ensure that any acceptance complies with all applicable foreign laws.

Single Holders

If you are the only registered holder of a holding of Transfield Services shares, but you receive more than one offer under the SPP (for example, due to multiple registered holdings), you may only apply for one maximum parcel of New Shares.

Joint Holders

If you are recorded with one or more other persons as the joint holder of a holding of Transfield Services shares, that joint holding is considered to be a single registered holding for the purposes of the SPP, and the joint holders are entitled to participate in the SPP in respect of that single holding only. If the same joint holders receive more than one offer under the SPP due to multiple registered holdings, the joint holders may only apply for one maximum parcel of New Shares.

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Custodians, Trustees and Nominees

If you are a custodian, trustee or nominee within the definition of “custodian” in ASIC Class Order CO 09/425 (**Custodian**), you may apply for up to a maximum of A\$15,000 worth of New Shares for each person or persons on whose behalf you or a downstream custodian hold Transfield Services shares (each a **Participating Beneficiary**) (but joint holders are taken to be a single holder). This is subject to you providing us with notice in writing in which you certify to us the matters required by condition 9 of ASIC Class Order 09/425 (the **Custodian Certificate**).

For the purpose of ASIC Class Order 09/425 you are a “custodian” if you are a registered holder that:

- holds an Australian financial services licence that:
 - covers the provisions of a ‘custodial or depository service’ (as defined in section 766E of the Corporations Act); or
 - includes a condition requiring the holder to comply with ASIC Class Order 02/294; or
- is exempt under:
 - paragraph 7.6.01(1)(k) of the Corporations Regulations 2001; or
 - under ASIC Class Order 05/1270 to the extent that it relates to ASIC Class Order 03/184; or
 - paragraph 911A(2)(h) of the Corporations Actfrom the requirement to hold an Australian financial services licence for the provision of a custodial or depository service; or
- is a trustee of a:
 - self-managed superannuation fund; or
 - superannuation master trust; or
- is the responsible entity of an IDPS-like scheme; or
- is the registered holder of shares or interests in the class and is noted on the register of members of the body or scheme (as the case may be) as holding the shares or interests on account of another person.

If you hold Transfield Services shares as a trustee or nominee for another person, but are not a Custodian as defined above, you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holdings outlined above apply.

Custodians should request a Custodian Certificate when making an application on behalf of Participating Beneficiaries. To request a Custodian Certificate and if you would like further information on how to apply, you should contact our registry Computershare Investor Services on 1300 702 167 (within Australia) or +61 3 9415 4683 (outside Australia) between 8.30am to 5.00pm AEST Monday to Friday.

PARTICIPATION IS OPTIONAL

Participation in the SPP is entirely optional (subject to the eligibility criteria set out earlier). The offer to acquire New Shares is not a recommendation. If you are in any doubt about this offer, whether you should participate in the SPP or how such participation will affect you (particularly given the current volatility in financial markets), you should consider seeking independent financial and taxation advice before making a decision as to whether or not to accept this offer.

Transfield Services recommends that you monitor the Transfield Services share price, which can be found in the financial pages of major Australian metropolitan newspapers, or on the ASX website at www.asx.com.au (ASX code: TSE).

APPLICATIONS MAY BE SCALED BACK

Transfield Services reserves an absolute discretion regarding the amount raised under the SPP, including the right to scale back applications.

If there is a scale back, you may not receive the full parcel of New Shares for which you have applied. Each applicant will be treated equally and scaled back on a pro-rata basis. If a scale back produces a fractional number when applied to your parcel, the number of New Shares you will be allotted will be rounded down to the nearest whole number of New Shares.

In the event of a scale back, the difference between the value of the New Shares allotted (calculated at the offer price) and the application money received will be refunded to you by Transfield Services, without interest, following allotment. Amounts will be refunded by direct credit to your nominated account for the payment of Transfield Services’ dividends or by cheque mailed to your address as shown on Transfield Services’ register within ten business days of the allotment of the New Shares.

OFFER PRICE

The offer price of the New Shares will be at a 5 per cent discount to the average of the daily volume weighted average price of Transfield Services shares over the five trading days immediately preceding the announcement of the SPP, not including the date of announcement – namely, 19 August 2010 to 25 August 2010 inclusive.

Transfield Services will announce the offer price on the ASX as soon as it is known.

You should note that Transfield Services’ share price may rise and fall between the date of this offer and the date when New Shares are allotted and issued to you under the SPP. This means that the price you pay per New Share pursuant to this offer may either be higher or lower than Transfield Services’ share price at the time of the offer or at the time the New Shares are issued and allotted to you under the SPP. Please refer to the information under ‘Participation is Optional’ above about how to monitor the current trading prices of Transfield Services’ shares.

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HOW MUCH CAN YOU INVEST?

The offer under the SPP needs to comply with the conditions of ASIC Class Order 09/425. Under the class order, eligible shareholders may only acquire a maximum of A\$15,000 worth of Transfield Services shares under a share purchase plan in any 12-month period.

Under the SPP, you may subscribe for A\$1,000, A\$5,000, A\$10,000 or A\$15,000 of New Shares. This limitation applies even if you receive more than one Application Form or if you hold shares in Transfield Services in more than one capacity; for example, if you are both a sole and joint holder of shares in Transfield Services. Please refer to the information under 'Eligible Shareholders' above.

CERTIFICATION BY ELIGIBLE SHAREHOLDERS

By completing and submitting the Application Form (together with a cheque, bank draft or money order) or making a BPAY payment, **you certify** that the aggregate of the application price paid by you for:

- the New Shares the subject of such Application Form or BPAY payment; and
- any other New Shares applied for by you under the SPP or any similar arrangement operated by Transfield Services in the 12 months prior to the date of submission of the Application Form or BPAY payment; and
- any other New Shares which you have instructed a Custodian to acquire on your behalf under the SPP; and
- any other Transfield Services shares issued to a Custodian in the 12 months before the application as a result of an instruction given by you to the Custodian to apply for shares on your behalf under an arrangement similar to the SPP,

does not exceed A\$15,000.

The A\$15,000 limit applies irrespective of the number of Transfield Services shares you hold on the Record Date. Transfield Services reserves the right, and in certain circumstances may be required by ASIC Class Order 09/425 or other conditions, to reject any application for New Shares under the SPP to the extent it considers, or is reasonably satisfied, that the application (whether alone or in conjunction with other applications) does not comply with these requirements.

CALCULATION OF THE NUMBER OF NEW SHARES TO BE ISSUED TO YOU

In the absence of a scale back, the number of New Shares to be issued to you will be calculated by dividing the amount you subscribe for New Shares by the offer price, then rounding down to the nearest whole number of New Shares.

In the event of a scale back, the amount of your application as scaled back may not be equal to a whole number of New Shares. In that event, the number of New Shares allotted to you will be rounded down to the nearest whole number of New Shares.

Transfield Services will retain any excess and pay such amount as a donation to a charity or charities nominated by Transfield Services. You will not receive a refund for this amount, which will always be less than the offer price for one New Share under the SPP.

For example, in the absence of a scale back, if you subscribe A\$15,000 for New Shares and if the offer price is determined to be A\$3.50 per New Share, you will be allotted 4,285 New Shares. Any fraction of a New Share will be rounded down to the nearest whole number of New Shares.

The process for refunding amounts following a scale back is set out above.

NON-RENOUNCEABLE OFFER

The offer to subscribe for New Shares under the SPP is non-renounceable. This means that you cannot transfer your right to subscribe for New Shares under the offer to anyone else.

NO OTHER PARTICIPATION COSTS

No brokerage, commission or other participation costs are payable by you in respect of the acquisition of New Shares under the SPP.

RANKING OF NEW SHARES

All New Shares issued under the SPP will rank equally with existing Transfield Services ordinary shares from the date of issue, and therefore will carry the same voting rights, dividend rights and other entitlements as existing Transfield Services ordinary shares.

The New Shares will not be eligible to receive the final dividend for the 2009/2010 financial year announced on 26 August 2010.

CLASS ORDER 09/425 COMPLIANCE

This offer of New Shares under the SPP is made in accordance with the requirements of ASIC Class Order 09/425. That Class Order grants relief from the requirement to prepare a prospectus for the offer of shares under the SPP.

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COMPLETING THE APPLICATION FORM AND PAYING FOR NEW SHARES

The SPP opens on **Tuesday, 31 August 2010** and under the offer, you may apply for a parcel of New Shares for A\$1,000, A\$5,000, A\$10,000 or A\$15,000.

To participate in the SPP, please read the SPP Terms and Conditions carefully and follow the step-by-step instructions on the Application Form.

You have two options how to participate:

Option 1: BPAY

Provided you are not a Custodian, you can make a payment by BPAY if you have an Australian bank account enabled for this purpose. BPAY customers must use the unique customer reference number (CRN) shown on your Application Form to identify your holding. If paying by BPAY, you do not need to return your Application Form.

NOTE: By using this BPAY facility to apply for New Shares, you represent that the total of the application price for the following does not exceed A\$15,000:

- (a) the Shares you are applying for;
- (b) any other Shares you are applying for under this SPP, or Shares or interests in the class issued under a similar arrangement in the 12 months before this application;
- (c) any other Shares or interests in the class which you have instructed a custodian to acquire on your behalf under this SPP; and
- (d) any other Shares or interests in the class issued to a custodian under an arrangement similar to this SPP in the 12 months before this application as a result of you instructing the custodian or another custodian, which resulted in you holding a beneficial interest in the Shares or interests.

Option 2: Application Form and cheque or money order

You can complete the Application Form and post it to:

Computershare Investor Services Pty Limited
GPO Box 505
Melbourne VIC 3001
Australia

together with a cheque or money order, in accordance with the instructions on the Application Form. New Zealand holders will need to affix the appropriate postage.

TRANSFIELD SERVICES' DISCRETION REGARDING APPLICATIONS

Transfield Services may accept or reject applications to buy New Shares under the SPP, including (but not limited to) cases where:

- (a) an Application Form is incorrectly completed, incomplete or otherwise determined by Transfield Services to be invalid;
- (b) if you are a Custodian, and we are not satisfied with your certification for any reason;
- (c) a cheque is dishonoured or has not been completed correctly;
- (d) the correct amount corresponding to your application is not provided with the Application Form or BPAY payment;
- (e) a BPAY payment is not received or is incomplete or invalid;
- (f) unless you are a Custodian, an applicant appears to be buying more than A\$15,000 of Shares (in aggregate) under the SPP;
- (g) an Application Form is received after the Closing Date. While Transfield Services has a discretion to accept late BPAY payments, Application Forms and cheques or money orders, there is no assurance that it will do so. Late BPAY payments, Application Forms and cheques or money orders, if not processed, will be returned to you at your registered address or refunded;
- (h) Transfield Services believes an applicant is not an Eligible Shareholder (subject to compliance with any applicable Australian Securities and Investments Commission or ASX requirements); or
- (i) Transfield Services must reject applications if required to do so under ASIC Class Order 09/425.

Transfield Services reserves the right to return your cheque or money order or refund your BPAY payment and not allot you any New Shares.

INTEREST

No interest will be paid on any application money returned to you.

SIGNIFICANCE OF SENDING IN AN APPLICATION

If you apply to participate in the SPP by submitting a BPAY payment or completing and returning the Application Form:

- (a) you acknowledge that you are an Eligible Shareholder and that you are lawfully permitted to accept the offer under the SPP, and participate in the SPP and specifically that you are not a "U.S. Person" as defined in Regulation S under the US Securities Act and are not acting for the account or benefit of a U.S. Person;
- (b) you certify that you have not applied for more than A\$15,000 of New Shares under the SPP and any similar arrangement in the 12 months prior to your application, even though you may have received more than one offer under the SPP or received offers in more than one capacity under the SPP (except as a Custodian);

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- For personal use only
- (c) if you are a Custodian and are applying for New Shares with a total application price exceeding A\$15,000, you agree that we may refuse to accept your application and that we may not issue New Shares to you unless we have received a notice in writing in which you certify to us the matters required by ASIC Class Order 09/425 condition 9. Please contact Computershare Investor Services Pty Limited for a copy of the Custodian Certificate which is required, and email the completed Custodian Certificate promptly to custodians@computershare.com.au;
 - (d) you agree that your application is made on the Terms and Conditions of the SPP set out in this booklet and the Application Form;
 - (e) you agree that your application is only effective when received by Transfield Services and not when posted;
 - (f) you agree to be bound by the Constitution of Transfield Services;
 - (g) you acknowledge that you are lawfully permitted to make the application to acquire New Shares under the SPP and participate in the SPP in accordance with the laws applicable in Australia and any other applicable laws in the jurisdiction in which you and/or the beneficial owner of your Shares are situated;
 - (h) you accept that you will not be able to withdraw or revoke your application or BPAY payment once you have sent it in;
 - (i) you authorise Transfield Services (and its officers or agents) to correct any error or omission in your Application Form and to complete the Application Form by the insertion of any missing details;
 - (j) you acknowledge that Transfield Services may at any time determine that your Application Form is valid, in accordance with the Terms and Conditions, even if the Application Form is incomplete, contains errors or is otherwise defective;
 - (k) you accept the risk associated with any refund that may be sent to you by direct credit or cheque to your address shown on Transfield Services' register;
 - (l) you are responsible for any dishonour fees or other costs Transfield Services may incur in presenting a cheque for payment which is dishonoured;
 - (m) you accept that Transfield Services at their discretion can make reductions in allotments of Shares under a scale back;
 - (n) you acknowledge that neither Transfield Services nor Computershare Investor Services Pty Limited has provided you with investment advice or financial product advice, and that neither has any obligation to provide this advice, concerning your decision to apply for and buy New Shares;
 - (o) you acknowledge that Transfield Services is not liable for any exercise of its discretions referred to in these Terms and Conditions; and
 - (p) you irrevocably and unconditionally agree to the Terms and Conditions and agree not to do any act or thing which would be contrary to the spirit, intention or purpose of the SPP.

ALLOTMENT AND QUOTATION DATES

New Shares are expected to be allotted under the SPP on Friday, 1 October 2010 and Transfield Services will apply for those New Shares to be listed for quotation on ASX.

Transfield Services expects to dispatch a holding statement or confirmation advice in respect of the New Shares allotted to you under the SPP on Thursday, 7 October 2010. You should confirm your holding before trading in any New Shares you believe have been allotted to you under the SPP.

WITHDRAWAL, SUSPENSION, TERMINATION, ANOMALIES AND DISPUTES

Transfield Services reserves the right to waive strict compliance with any provision of these Terms and Conditions, to amend or vary these Terms and Conditions and to suspend or terminate the SPP at any time. Any such amendment, variation, suspension or termination will be binding on all Eligible Shareholders even where Transfield Services does not notify you of that event. Transfield Services may make determinations in any manner it thinks fit, including in relation to any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any participant or application. Any determinations by Transfield Services will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates. Transfield Services' rights may be exercised by the Board or any delegate of the Board.

If you have any questions in respect of the SPP, please call our registry, Computershare Investor Services on 1300 702 167 (within Australia) or +61 3 9415 4683 (outside Australia) between 8.30am and 5.00pm (AEST) Monday to Friday during the SPP offer period.

GOVERNING LAW

This offer is governed by the law in force in New South Wales. By accepting this offer, you submit to the non-exclusive jurisdiction of the courts of New South Wales.

UNDERWRITING

The SPP will not be underwritten.



TRANSFIELD SERVICES LIMITED

ABN 69 000 484 417

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