

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all of your shares in Servoca plc, please forward this document, together with the accompanying documents, as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

The distribution of this document into jurisdictions other than the UK may be restricted by law. Persons into whose possession this document and/or the accompanying form of proxy comes should inform themselves and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws or regulations of any such jurisdictions.

SERVOCA PLC

(incorporated and registered in England and Wales under number 02641313)

INTERIM REPORT

AND

NOTICE OF GENERAL MEETING

SERVOCA PLC

(“the Company”)

(incorporated and registered in England and Wales under number 02641313)

Directors:

Bob Morton – *Chairman*
Andrew Church – *Chief Executive Officer*
John Foley – *Non executive*
Emma Sugarman – *Non executive*
Glenn Swaby – *Chief Financial Officer*

Registered office:

41 Whitcomb Street
London
WC2H 7DT

10 June 2011

Dear Shareholder

Interim Report for the six months ended 31 March 2011 (“Interim Report”)

I am pleased to advise you that, in accordance with the authority given at the Annual General Meeting of the Company held in 2008 and the consent (or deemed consent) of shareholders, the Interim Report has been published on the Company’s website at www.servoca.com, in the section headed “**Interim Reports**” on the “**Shareholder Documents**” page of “**Investor Relations**”.

Further information on the Interim Report is given in appendix I to this letter.

Notice of General Meeting

In addition to the Interim Report, I am writing to you with details of a General Meeting (“GM”) which is to be held at 41 Whitcomb Street, London WC2H 7DT on Tuesday, 28 June 2011 at 2.00pm. The formal business of the meeting will be to consider and, if appropriate, approve a new company share option plan as set out in the notice of General Meeting on page 3 of this document.

If you would like to vote on the resolution but cannot attend the GM, please fill in the proxy form sent to you with this notice and return it to our registrars as soon as possible. The proxy form must be received by our registrars by 2.00pm on Friday, 24 June 2011.

Servoca Company Share Option Plan (“CSOP”)

As part of the Board’s continuing aim to enhance shareholder value by the development of its existing businesses, it recognises the significance of appropriate incentives for the senior managers within the group’s businesses and its central services. In November 2010, shareholders approved the introduction of a Management Equity Incentive Plan which is a key management incentive and retention tool for the senior managers within the Group’s operating businesses. Additionally, the Board recognises the important role played by the senior managers in the central services of the Group in the fields of Human Resources, IT, Commercial and Finance. Therefore the Board is now proposing the introduction of a share option scheme which, primarily, will be for the benefit of senior managers of the Group’s central services.

Further details of the CSOP are set out in appendix II of this document but, in summary, the CSOP will comprise two parts: (i) a CSOP which will be approved by HM Revenue & Customs, and (ii) an appendix setting out modified terms under which unapproved options may be granted.

The CSOP will be administered by the Remuneration Committee of the Board. The level of grant to any individual shall be at the discretion of the committee, which also will set any performance criteria it considers appropriate to the exercise of the options.

It is proposed that the total number of ordinary shares that may be issued under the CSOP and other employee share plans shall not in aggregate exceed 20% of the issued ordinary share capital of the Company from time to time.

Recommendation

The Board considers that all the proposals to be considered at the GM are in the best interests of the Company and its members as a whole and are most likely to promote the success of the Company for the benefit of its members as a whole. The directors unanimously recommend that you vote in favour of all the proposed resolutions as they intend to do in respect of their own beneficial holdings.

Yours sincerely

A L R Morton

Chairman

This Notice of Meeting document, which has been sent to all Shareholders on the Register at the close of business on 7 June 2011, is also available from the Company's website: www.servoca.com, on the "Shareholder Documents" page in the section headed "Investor Relations".

SERVOCA PLC

(incorporated and registered in England and Wales under number 02641313)

Notice of General Meeting

Notice is hereby given that a General Meeting ("Meeting") of Servoca plc ("Company") will be held at 41 Whitcomb Street, London WC2H 7DT on Tuesday, 28 June 2011 at 2.00pm.

You will be asked to consider and vote on the resolution below which will be proposed as an ordinary resolution.

ORDINARY RESOLUTION

That:

- a) the rules of the Servoca Company Share Option Plan ("CSOP") the main features of which are summarised in appendix II of this document and are produced in draft to the Meeting and initialled by the Chairman for the purposes of identification, be and are hereby approved and;
- b) the directors of the Company be and are hereby authorised to:
 - i) do all such acts and things which they may in their absolute discretion consider to be necessary or desirable to implement and bring into effect the CSOP including, without limitation, the implementation of any changes to the rules of the CSOP which they consider, in their absolute discretion, to be necessary to obtain the approval of HM Revenue and Customs or the Financial Services Authority to the tax approved CSOP in either case to the extent required or otherwise in order to ensure the Company complies with best practice;
 - ii) make such amendments to the CSOP and/or any documents ancillary to the CSOP and its implementation which the directors, in their absolute discretion, consider necessary or desirable including, without limitation, to ensure compliance with any current rules on taxation or other legislation and to do all acts and things which are necessary and desirable to effect such amendments; and
 - iii) vote and be counted in a quorum in respect of any business connected with the CSOP notwithstanding that they may be interested in the same provided that no director may be counted in the quorum or vote in respect of his own participation in the CSOP.

By order of the Board

Stephen Shipley
Company Secretary

10 June 2011

Servoca plc
41 Whitcomb Street
London
WC2H 7DT

Notes to the Notice of General Meeting

- 1 The Resolution will be proposed as an ordinary resolution. This means that, for it to be passed, more than half of the votes cast must be in favour of the resolution. It seeks approval from shareholders for the introduction of the Servoca Company Share Option Plan ("CSOP"). The main terms of the CSOP are summarised in appendix II.
- 2 In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, only those members entered on the Company's register of members not later than 2.00pm. on 24 June 2011 (or, if the Meeting is adjourned, shareholders entered on the Company's register of members not later than 48 hours before the time fixed for the adjourned Meeting) shall be entitled to attend and vote at the Meeting.
- 3 If you are a member of the Company at the time set out in note 2 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of meeting. You can appoint a proxy only by using the procedures set out in these notes and the notes to the proxy form.
- 4 A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form.
- 5 You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you may photocopy the proxy form or contact the Company's registrars at the address in note 7 below. Please indicate on the form the proxy's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Also, please indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed by you and should be returned together in the same envelope.
- 6 A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.
- 7 The notes to the proxy form explain how to direct your proxy on which way to vote on each resolution or to withhold their vote. To appoint a proxy, the form must be:
 1. Completed and signed by you;
 2. Sent or delivered to Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU; and
 3. Received by Capita Registrars no later than 2.00pm. on Friday 24 June 2011.In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy thereof) must be included with the proxy form.
- 8 In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding. The first-named is the most senior. The return of a completed proxy form will not prevent a member attending the meeting and voting in person if he/she wishes to do so.
- 9 Members who have general queries about the meeting should contact the Company Secretary on 0845 070 9600.
- 10 As at 5.00 p.m. on the day immediately prior to the date of posting this notice of general meeting, the Company's issued ordinary share capital comprised 125,575,953 ordinary shares of 1 pence each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 5.00 p.m. on the day immediately prior to the date of posting of this notice of general meeting is 125,575,953.

APPENDIX I

Interim Report for the six months ended 31 March 2011 ("Interim Report")

The Interim Report has been published on the Company's website at www.servoca.com, in the section headed "**Interim Reports**" on the "**Shareholder Documents**" page of "**Investor Relations**". To access this document you will need to have Adobe Acrobat Reader installed on your computer.

The Interim Report will remain on the website at least until the interim report for the following year is made available.

At the time the authority was given in 2008, certain shareholders requested a continuance of the hard copy communication of shareholder information and documents. For those shareholders, and for shareholders who have been entered onto the register of members of the Company since that date, a copy of the Interim Report is enclosed with this letter.

Documents sent in electronic form

The Company continues to actively encourage shareholders to take advantage of communications via the Company's website. Not only is this quicker and more cost effective, it also reduces the impact on the environment of unnecessary printing and distribution of documents.

If you would like to receive general communications from the Company by email, please register your email address at:

<https://www.capitashareportal.com>

If you require assistance whilst registering your email address, please telephone Capita Registrars on 0871 664 0391 (calls cost 10p per minute plus network extras). If dialling from overseas, please call +44 20 8639 3367.

Restrictions on E-communication

If the Company is required to restrict the sending of any documents or communications to any shareholders, for example due to local laws of the jurisdiction in which the shareholder is resident or otherwise located, we will not be permitted to use electronic means to communicate with those shareholders. In any such case, the shareholder will continue to receive hard copies of the relevant documents or communications.

APPENDIX II

SUMMARY OF THE MAIN TERMS OF THE SERVOCA COMPANY SHARE OPTION PLAN (THE "CSOP")

Operation and award of grants

The Board recognises the important role played by the senior managers in the central services of the Group in the fields of Human Resources, IT, Commercial and Finance. Therefore the Board is proposing the introduction of a new company share option plan which, primarily, will be for the benefit of senior managers of the Group's central services.

The CSOP will comprise two parts: (i) a tax approved CSOP (the "tax approved CSOP") and (ii) an appendix setting out modified terms ("the Unapproved Plan") under which unapproved options may be granted. The options will be granted under the tax approved CSOP once tax approval has been obtained wherever possible. In the event that an award exceeds the limit of the tax approved CSOP or the terms for qualification under it are otherwise not met, an award of options may be made under the Unapproved Plan.

It is proposed that all options granted under the tax approved CSOP will have an exercise price at least equal to the market value of the shares at the date of grant.

The terms of the tax approved CSOP and the Unapproved Plan are identical except where indicated.

Grants of options

Options may be granted to eligible employees at the discretion of the Remuneration Committee of the Board ("the Committee"). Options may be granted only during the period of 42 days following any of the following:

- i the date of adoption of the CSOP by the Company;
- ii the day following the announcement of yearly, half yearly or other period financial results of the Company;
- iii any other date on which the board considers that exceptional circumstances justify the grant of options.

Eligibility

All full-time directors and all employees of the group shall be eligible to participate in the tax approved CSOP at the discretion of the Committee provided they do not have a material interest in the Company. An individual will have a material interest if he or she, individually or together with associates, owns 25% or more of the share capital of the Company.

Any employee or director (including a non-executive director) of the group shall be eligible to participate in the Unapproved Plan at the discretion of the Committee.

Performance Criteria

The Committee may impose performance conditions that must be satisfied before options may be exercised, although, in relation to the initial awards to be made under the CSOP it is proposed that the options shall be exercisable only if the option holder is in the employment of the Company at the time the Committee determines that an offer for the Company is likely to result in a change of control of Servoca, or leaves within the period from the date of grant as a "good leaver" (see below).

Exercise Price

The exercise price will be at least equal to the higher of the market value of a share and the nominal value of a share except that in the Unapproved Plan the exercise price will be at least equal to the nominal value of a share.

Limit of participation

A participant may not hold options under the tax approved CSOP over shares with a market value in excess of £30,000 as at the date of grant.

There is no legislative limit on the value of shares under option which may be held by any one individual under an Unapproved Plan.

Total number of shares available

It is proposed that the total number of ordinary shares that may be issued under the CSOP and other employee share plans shall not in aggregate exceed 20% of the total issued ordinary share capital of the Company from time to time.

Exercise of options

Options shall generally be exercisable after a period beginning with the date on which it is established that a performance condition has been satisfied and ending up to ten years from the date of grant. In the case of the initial awards, the options shall be exercisable if the employee is in the employment of the Company at the time the Committee determines that an offer for the Company is likely to result in a change of control of Servoca.

In the event of a takeover or statutory reconstruction, the option holder will be able to exercise options within a period of six months from the date when the takeover or reconstruction is completed. Option holders may also be able to exchange their options under the CSOP for options over the shares of the company making any takeover.

Employees leaving the Company

If an option holder ceases to hold office or employment with the group prior to the date of exercise, all options which have not by then become exercisable will lapse unless the individual is leaving as a "good" leaver. A good leaver is an employee who leaves because of:

- i disability;
- ii ill health;
- iii redundancy;
- iv retirement at age 55 or over.

Variation of share capital

In the event of a variation of share capital the directors may adjust the number of shares under option and/or adjust the exercise price to reflect such variation. This adjustment shall be subject to confirmation by the Auditors that the adjustment is fair and reasonable. In relation to the tax approved CSOP such adjustment may need to be agreed in advance by H M Revenue & Customs.

Alteration of the CSOP

The directors may at any time alter or amend the provision of the CSOP but, in general, no alteration shall be made without the prior approval by ordinary resolution of the members of the Company in general meeting.

Any such alteration will not need to be so approved where the amendments are minor, to benefit the administration of the plan, to take account of a change in legislation or to obtain or maintain favourable tax treatment.