



## NOTICE OF ANNUAL GENERAL MEETING

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NOTICE IS HEREBY GIVEN that an Annual General Meeting of Servoca Plc ("the Company") will be held at the offices of Ernst & Young LLP, 1 More London Place, London SE1 2AF at 2 p.m. on Wednesday 24 February 2010 for the following purposes:

### As Ordinary Business

- 1 To receive and adopt the Report of the Directors, the Financial Statements and the Auditors' Report thereon for the year ended 30 September 2009.
- 2 To re-elect Mr Glenn Swaby, who retires by rotation, as a Director of the Company.
- 3 To re-elect Mr Miles Davis, who retires by rotation, as a Director of the Company.
- 4 To re-appoint Ernst & Young LLP as auditors of the Company to hold office until the conclusion of the next general meeting of the Company at which audited accounts are laid before the Company and to authorise the Directors to fix their remuneration.

### As Special Business

- 5 To consider and if thought fit pass the following resolution as an ordinary resolution:

THAT the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 ("the 2006 Act") to allot Relevant Securities (as defined in note 1 to this Notice) up to an aggregate nominal amount of £613,000, provided that this authority shall, unless renewed, varied or revoked by the Company in general meeting, expire on the date falling 15 months from the date of the passing of this resolution, or if earlier at the annual general meeting of the Company to be held in 2011, save that the Company may at any time before such expiry make an offer or agreement which might require Relevant Securities to be allotted after such expiry and the Directors may allot Relevant Securities to be allotted in pursuance of such offer or agreement notwithstanding that the authority hereby conferred has expired. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the 2006 Act.

- 6 To consider and if thought fit pass the following resolution as a special resolution:

THAT the Directors be generally empowered pursuant to section 570 of the 2006 Act to allot equity securities (as defined in section 560 of the 2006 Act) for cash as if section 561(1) of the 2006 Act did not apply to any such allotment pursuant to the general authority conferred on them by Resolution 5 above (as varied from time to time by the Company in general meeting) PROVIDED THAT such power shall be limited to:-

- (i) the allotment of equity securities in connection with a rights issue or any other offer to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings and to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
- (ii) the allotment (otherwise than pursuant to sub paragraph (i) above) of equity securities up to an aggregate nominal amount of £245,183,

## NOTICE OF ANNUAL GENERAL MEETING continued

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and the power hereby conferred shall operate in substitution for and to the exclusion of any previous power given to the Directors pursuant to section 95 of the Companies Act 1985 or section 570 of the 2006 Act and shall expire on whichever is the earlier of the conclusion of the annual general meeting of the Company held in 2011 or the date falling 15 months from the date of the passing of this resolution (unless renewed varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement notwithstanding that the power conferred by this resolution has expired.

1 February 2010

BY ORDER OF THE BOARD

Registered Office:  
41 Whitcomb Street  
London  
WC2H 7DT

**Stephen R Shipley**  
Company Secretary

### Notes:

- 1 "Relevant Securities" means:
  - (a) shares in the Company other than shares allotted pursuant to:
    - (i) an employee share scheme (as defined by section 1166 of the 2006 Act);
    - (ii) a right to subscribe for shares in the Company where the grant of the right itself constituted a Relevant Security; ora right to convert securities into shares in the Company where the grant of the right itself constituted a Relevant Security.
  - (b) any right to subscribe for or convert any security into shares in the Company other than rights to subscribe for or convert any security into shares allotted pursuant to an employee share scheme (as defined by section 1166 of the 2006 Act). References to the allotment of Relevant Securities in the resolution include the grant of such rights.
- 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 p.m. on 22 February 2010 (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 6 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 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 48 hours before the commencement of the meeting.

Notes *continued*:

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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.

7 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.

8 Members who have general queries about the meeting should contact the Company Secretary on 0845 070 9600. No other method of communication will be accepted.

9 As at 5.00 p.m. on the day immediately prior to the date of posting this notice of annual general meeting, the Company's issued ordinary share capital comprised 122,591,759 ordinary shares of 1 pence each. Each ordinary share carries the right to one vote at an annual 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 annual general meeting is 122,591,759.

### **Explanatory Notes To the Notice of Annual General Meeting**

#### **Resolution 1: Reports and Financial Statements**

The Directors are required by law to present to the meeting the audited accounts and the reports of the Directors and the auditors contained in the Annual Report and Financial Statements.

#### **Resolutions 2 and 3: Re-election of Directors**

Under the Company's Articles of Association, at least one-third of the Directors must retire at each Annual General Meeting. Retiring Directors are eligible to seek re-election by shareholders if they so wish. Mr Swaby and Mr Davis retire by rotation and, in accordance with the Articles of Association and being eligible, offer themselves for re-election. Biographical details of the Directors are given in the Investor Relations page of the Company's website ([www.servoca.com](http://www.servoca.com)) and are set out in the Annual Report on pages 9 and 10.

#### **Resolution 4: Re-appointment of auditors**

At every general meeting at which accounts are laid before the Company, the Company is required to appoint auditors to hold office until the end of the next such meeting. Ernst & Young LLP have indicated that they are willing to continue in office as the Company's auditors for another year. Accordingly, this resolution proposes their re-appointment and, in accordance with standard practice, gives authority to the Directors to determine their remuneration.

#### **Resolution 5: Authority to allot shares**

This authority generally authorises the Directors for the purposes of section 551 of the 2006 Act to allot Relevant Securities up to the stated aggregate nominal amount of the authorised but unissued ordinary share capital of the Company. This authority, if passed, is in place for a maximum of 15 months from the date of the AGM unless renewed, varied or revoked by the Company prior to or on that date.

#### **Resolution 6: Disapplication of pre-emption rights**

If equity securities are to be allotted for cash, section 570 of the 2006 Act requires that those equity securities are offered first to existing shareholders in proportion to the number held by them at the time of the offer and otherwise in compliance with the technical requirements of that Act. This resolution, if passed, will allow the Directors to allot shares up to the specified nominal amount for cash without the need to first offer them to the existing shareholders in accordance with that Act.