

**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.

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## **SERVOCA PLC**

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

### **NOTICE OF ANNUAL GENERAL MEETING**

**31 January 2017**

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## SERVOCA PLC

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

*Registered office:*  
41 Whitcomb Street  
London  
WC2H 7DT

23 December 2016

Dear Shareholder

### **Notice of Annual General Meeting (“AGM”) and Annual Report & Financial Statements for the year ended 30 September 2016 (“Annual Report”)**

Servoca Plc (“the Company”) has announced the Servoca Group’s results for the year ended 30 September 2016. In accordance with the authority given at the Annual General Meeting held in 2008 and the consent (or deemed consent) of shareholders, this letter is to inform you that the Notice of AGM and the Annual Report have been published on the Company’s website at [www.servoca.com](http://www.servoca.com), in the section headed “**Investor Relations**”. To access these documents you will need to have Adobe Acrobat Reader, or equivalent, installed on your computer.

The AGM will be held at 2.00 p.m. on 31 January 2017 at the Company’s head office at Audrey House, 16-20 Ely Place, London EC1N 6SN. Enclosed with this letter are the Notice of Meeting, together with notes on the business of the meeting, and a Form of Proxy for use in connection with the AGM. Please note that, as generic forms of proxy are not available on the Company’s website, the enclosed Form of Proxy should be used in accordance with the instructions printed thereon. **To be valid, the Form of Proxy must be received by the Registrars before 2.00 p.m. on Friday, 27 January 2017.** CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so in accordance with Note 7 of the Notice of Meeting.

In the period since the authority was given in 2008, certain shareholders have requested a continuance of the hard copy communication of shareholder information and documents. For those shareholders, and for shareholders who recently have been entered onto the register of members of the Company, a copy of the Annual Report is enclosed.

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:

[www.capitashareportal.com](http://www.capitashareportal.com)

If you require assistance whilst registering your email address, please telephone Capita Asset Services on UK – 0871 664 0300 calls cost 12p per minute plus your phone company’s access charge. From overseas - +44 371 664 0300 calls outside the United Kingdom will be charged at the applicable international rate. Capita are open between 9.00am - 5.30pm, Monday to Friday excluding public holidays in England and Wales.

The Annual Report will remain on the Company’s website at least until the annual report for the following year is made available.

Finally, I take this opportunity to remind you of the investor relations information that is available to shareholders via the Company’s website. This includes information on your Directors, significant shareholders, Company documents recently published and other information on the Company and the Group’s activities. Please visit the website for further information.

Yours faithfully

**Glenn Swaby**  
**Company Secretary**

## SERVOCA PLC

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

### Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that an Annual General Meeting of Servoca Plc (“the Company”) will be held at Audrey House, 16-20 Ely Place, London EC1N 6SN at 2.00 p.m. on Tuesday 31 January 2017.

You will be asked to consider and vote on the resolutions below. Resolutions 1, 2, 3, 4 and 5 will be proposed as ordinary resolutions and resolutions 6 and 7 will be proposed as special resolutions.

#### 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 2016.
- 2 To declare a final dividend for the year ended 30 September 2016 of 0.35 pence per ordinary share of 1 pence in issue.
- 3 To re-elect Emma Caplan, who retires by rotation, as a Director of the Company.
- 4 To re-appoint RSM UK Audit 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

##### ORDINARY RESOLUTION

- 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 £413,642, 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 2018, 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 in pursuance of such offer or agreement notwithstanding that the authority hereby conferred has expired.

##### SPECIAL RESOLUTIONS

- 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 £62,108,

## Notice of Annual General Meeting - *continued*

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 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 2018 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.

**7** To consider and if thought fit pass the following resolution as a special resolution:

That the Company be generally and unconditionally authorised for the purposes of section 701 of the 2006 Act to make one or more market purchases (within the meaning of section 693(4) of the 2006 Act) of its own ordinary shares of 1 pence each provided that:

- (i) The maximum aggregate number of ordinary shares that may be purchased is 12,557,595.
- (ii) The minimum price (excluding expenses) which may be paid for each ordinary share is £0.01.
- (iii) The maximum price (excluding expenses) which may be paid for each ordinary share is an amount equal to 105 per cent of the average middle market quotations for the ordinary shares taken from the London Stock Exchange plc Daily Official List for the five business days prior to the day on which the purchase is made.
- (iv) The authority conferred by this resolution shall expire on whichever is the earlier of the conclusion of the annual general meeting of the Company held in 2018 or the date falling 15 months from the date of the passing of this resolution save that the Company may, before the expiry of the authority granted by this resolution, enter into a contract to purchase ordinary shares which will or may be executed wholly or partly after the expiry of such authority.

BY ORDER OF THE BOARD

**Glenn Swaby**  
*Company Secretary*

23 December 2016

*Registered Office:*

41 Whitcomb Street  
London  
WC2H 7DT

## Notes to the Notice of Annual General Meeting:

- 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; or
    - (iii) a right to convert securities into shares in the Company where the grant of the right itself constituted a Relevant Security; and
  - (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 2.00 p.m. on 27 January 2017 (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 Asset Services, PXS-1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF; and
  3. received by Capita Asset Services before 2.00 pm on Friday 27 January 2017.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 CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic appointment service may do so by utilising the procedures described in the CREST Manual on the Euroclear website ([www.euroclear.com/CREST](http://www.euroclear.com/CREST)). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by Capita Asset Services (ID number: RA10) by 2.00 pm on Friday 27 January 2017, being the latest time for receipt of proxy appointments specified above. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which Capita Asset Services is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)a of the Uncertificated Securities Regulations 2001.
- 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.
- 9 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.
- 10 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 125,575,953 ordinary shares of 1 pence each of which 1,359,138 ordinary shares were held in Treasury. Each ordinary share carries the right to one vote at an annual general meeting of the Company; however the voting rights are suspended on shares held in Treasury. 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 124,216,815.

## **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.

### **Resolution 2: Declaration of a final dividend**

Members are being asked to approve a final dividend of 0.35 pence for each ordinary share of 1 pence in the capital of the Company in respect of the financial year ended 30 September 2016. If approved, the dividend will be paid on 10 February 2017 to holders of ordinary shares on the register of members at the close of business on 6 January 2017.

### **Resolution 3: Re-election of Directors**

Under the Company's Articles of Association, one-third of the Directors shall retire at each Annual General Meeting. Retiring Directors are eligible to seek re-election by shareholders if they so wish. Emma Caplan retires by rotation and, in accordance with the Articles of Association and being eligible, offers herself 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 page 8.

### **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. RSM UK Audit 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 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.

### **Resolution 7: Authority for the Company to purchase its own shares**

The Companies Act 2006 permits companies to make limited market purchases of their own shares subject to shareholder authority. This is a useful mechanism for dealing with limited numbers of shares by the Board if and when required by the Company. The Directors consider it desirable and in the Company's interests for shareholders to grant to the Company authority to exercise this power, within certain specified limits. This resolution would be limited to 12,557,595 ordinary shares, representing 10% of the issued share capital of the Company as at the end of the 2016 financial year. The Directors would exercise this authority only after considering the effects on earnings per share and the benefits for shareholders generally. Any buy back would be by market purchases through the London Stock Exchange. Any shares so purchased would be either held as treasury shares or cancelled. The Company has purchased a total of 1,359,138 ordinary shares and these are held in Treasury. This authority will expire (unless previously renewed or revoked by the Company in general meeting) at the conclusion of the next AGM of the Company.