

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.

SERVOCA PLC

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

NOTICE OF ANNUAL GENERAL MEETING

SERVOCA PLC

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

Registered office:
41 Whitcomb Street
London
WC2H 7DT

4 February 2011

Dear Shareholder

Notice of Annual General Meeting (“AGM”) and Annual Report & Financial Statements for the year ended 30 September 2010 (“Annual Report”)

On 26 January 2011, Servoca Plc (“the Company”) published the preliminary announcement of the Servoca Group’s results for the year ended 30 September 2010.

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, in the section headed “**Investor Relations**”. To access these documents you will need to have Adobe Acrobat Reader installed on your computer.

The AGM will be held at 2 p.m. on 1 March 2011 at the registered office shown above. Enclosed with this letter is 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.

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

If you require assistance whilst registering your email address, please telephone Capita Registrars on 0871 664 0300 (calls cost 10p per minute plus network extras). If dialling from overseas, please call +44 20 8639 3399.

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

Stephen R Shipley
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 the registered office, 41 Whitcomb Street, London WC2H 7DT at 2 p.m. on Tuesday 1 March 2011.

You will be asked to consider and vote on the resolutions below. Resolutions 1, 2, 3 and 4 will be proposed as ordinary resolutions and resolutions 5, 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 2010.
- 2** To re-elect Mr Andrew Church, who retires by rotation, as a Director of the Company.
- 3** 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

ORDINARY RESOLUTION

- 4** 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 2012, 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.

SPECIAL RESOLUTIONS

- 5** 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 4 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*

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 2012 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.

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

That the Company be and is hereby 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 12,259,175.
- (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 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 2012 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.

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

That the amount standing to the credit of the share premium account of the Company as at 1 March 2011 be and is hereby cancelled.

BY ORDER OF THE BOARD

Stephen R Shipley
Company Secretary

4 February 2011

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; 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 27 February 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 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.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: Re-election of Directors

Under the Company's Articles of Association, 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 Church retires by rotation and, in accordance with the Articles of Association and being eligible, offers himself for re-election. Biographical details of the Directors are given in the Investor Relations page of the Company's website (www.servoca.com) and are set out in the Annual Report on page 9.

Resolution 3: 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 4: 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 5: 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 6: 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 12,259,175 ordinary shares, representing 10% of the issued share capital of the Company as at the end of the 2010 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. In the period since the last General Meeting, no shares have been purchased. 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.

Explanatory Notes to the Notice of Annual General Meeting (continued)

Resolution 7: Authority for the cancellation of the Share Premium Account

Shareholders may recall that, on 3 November 2010, a general meeting of the Company was held at which, inter alia, a resolution was passed reducing the Company's share capital by cancelling all Deferred Shares of 9 pence each in the capital of the Company. The purposes of this resolution were to simplify the Company's capital structure and to reduce the deficit on the Company's profit and loss account.

The Board has delayed the application to court for an order confirming the cancellation of Deferred Shares to include, as part of the process of re-structuring the Company's capital and reserves, the amount standing to the credit of the Company's share premium account as at 1 March 2011.

The cancellation of the amount standing to the credit of the share premium account as at 1 March 2011 will require the approval by special resolution of shareholders and subsequent confirmation by the court. The cancellation will then become effective on registration by the Registrar of Companies of the court's order. The Board therefore proposes that members pass Resolution 7 cancelling the amount standing to the credit of the share premium account as at 1 March 2011.

If Resolution 7 is passed, the Board proposes to apply to court for confirmation of both the cancellation of Deferred Shares approved by members on 3 November 2010 and the cancellation of the amount standing to the credit of the share premium account as at 1 March 2011 (the "Application").

The Board has been advised that, as a condition of confirming the proposed cancellation of Deferred Shares and the amount standing to the credit of the share premium account as at 1 March 2011, the court is likely to require the Company to provide undertakings for the protection of creditors of the Company. The Board will provide any necessary undertakings. If, however, the Board considers that the undertakings required by the Court are unduly onerous or otherwise contrary to the Company's interests, the Board reserves the right not to proceed with the Application.

As at 30 September 2010, the amount standing to the credit of the share premium account was £7,799,186.81. Subject to the court confirming the cancellation of Deferred Shares and of the amount standing to the credit of the share premium account as at 1 March 2011, and subject to any undertakings the Company may be required to give to protect creditors, it is expected that such cancellations will eliminate the Company's deficit on its profit and loss account and create distributable reserves in excess of £8million.