

**Company Number: 05143241**

## **NOTICE OF ANNUAL GENERAL MEETING**

### **SERVISION PLC**

**(the "Company")**

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting (the "**Meeting**") of the Company will be held at the offices of Cobbetts LLP, 70 Gray's Inn Road, London WC1X 8BT on 27 August 2009 at 11 am in order to consider and, if thought fit, pass resolutions 1 to 4 as Ordinary Resolutions and resolution 5 as a Special Resolution:-

#### **Ordinary Resolutions**

- 1 To re-appoint as a director Chaim Levy who was appointed as a director of the Company on 20 July 2004 and is retiring and standing for re-election in accordance with article 20 of the Company's articles of association.
- 2 To receive the directors' report and accounts of the Company for the period ended 31 December 2008.
- 3 To re-appoint Haysmacintyre of Fairfax House, 15 Fulwood Place, London, WC1V 6AY as auditors and to authorise the directors to determine their remuneration.
- 4 To generally and unconditionally authorise the directors for the purposes of section 80 of the Companies Act 1985 (the "**Act**") to exercise all the powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £200,800.49 provided that the authority hereby granted shall expire on the conclusion of the Company's next annual general meeting after the passing of this resolution but the Company may before such expiry make an offer or agreement which would or 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 conferred by this resolution has expired. This authority is in substitution for all subsisting authorities, to the extent unused.

#### **Special Resolution**

- 5 To empower the directors, subject to the passing of resolution 4 above, pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94(2) to section 94(3A) of the Act) wholly for cash pursuant to the authority conferred by resolution 4 above as if section 89(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:
  - 5.1 in connection with an offer of such securities by way of rights to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange; and
  - 5.2 otherwise than pursuant to sub-paragraph 5.1 above, up to an aggregate nominal amount of £200,800.49.

for a period expiring on the conclusion of the Company's next annual general meeting after the passing of this resolution, 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 any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

**BY ORDER OF THE BOARD**

**Eitan Tzitz Yanuv  
SECRETARY**

Registered Office:

70 Gray's Inn Road  
4<sup>th</sup> Floor  
London  
WC1X 8BT

**Dated 3 August 2009**

**Notes :**

1. *As a member of the Company, you are entitled to appoint another person as your proxy to exercise all or any of your rights to attend, speak and vote at the Meeting. You should have received a proxy form (the "Proxy Form") with this notice of meeting. You can only appoint a proxy using the Proxy Form and the procedures set out in the notes to the Proxy Form.*
2. *You may appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you. You may not appoint more than one proxy to exercise the rights attached to any one share. To appoint more than one proxy, please follow the instructions set out in the notes to the Proxy Form.*
3. *To be effective, the Proxy Form must be returned to Capita Registrars, Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU not later than 48 hours before the time of the Meeting or any adjournment thereof, together, if appropriate, with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or, where the Proxy Form has been signed by an officer on behalf of a corporation, a notarially certified copy of the authority under which it is signed.*
4. *Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.*
5. *You may not use any electronic address provided either:*
  - 6.1 *in this notice of meeting; or*
  - 6.2 *any related documents (including the Proxy Form and the notes to the Proxy Form);**to communicate with the Company for any purposes other than those expressly stated.*