

SERVOCA PLC
PRINT OF RESOLUTIONS

WEDNESDAY



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13/03/2013

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COMPANIES HOUSE

At the Annual General Meeting of Servoca Plc held on 26 February 2013, the resolutions passed by shareholders included the following which were proposed under Special Business:

4 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) up to an aggregate nominal amount of £418,000, 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 2014, 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

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5 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 £62,750,

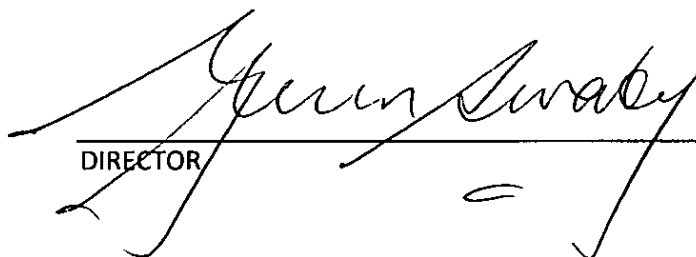
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and the power hereby conferred shall operate in substitution for and to the exclusion of any previous power given to the Directors pursuant to section 570 of the 2006 Act and shall expire on whichever is the earlier of the conclusion of the annual general meeting of the Company held in 2014 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

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 12,557,595
- (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 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 2014 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



DIRECTOR

Registered Office
41 Whitcomb Street
London
WC2H 7DT

Note**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
 a 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