

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document and/or the action you should take you should consult your stockbroker, bank manager, solicitor or other independent financial adviser authorised under the Financial Services and Markets Act 2000 (FSMA) if you are in the United Kingdom, or if not, another appropriately authorised independent financial adviser.**

**If you have sold or otherwise transferred all of your Ordinary Shares please send this document together with the accompanying Form of Proxy, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. If you have sold only part of your holding of Ordinary Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.**

---

## **Infoserve Group plc**

**(Incorporated and registered in England and Wales with Registered No. 05750143)**

### **Notice of Annual General Meeting**

---

**Notice of the Annual General Meeting of Infoserve Group plc to be held at The Café Bar, Multiflight Training Centre, South Side Aviation, Leeds Bradford International Airport, Leeds LS19 7UG at 9.00 a.m. on 20 July 2010 is set out at the end of this document. A Form of Proxy for use at the meeting is attached and should be completed, signed and returned as soon as possible and, in any event, should be returned to the Company at its registered office, South Side Aviation, Leeds Bradford International Airport, Leeds LS19 7UG by post or by hand no later than 9.00 a.m. on 16 July 2010, being not less than 48 hours before the time appointed for the holding of the meeting. Completion of Forms of Proxy will not preclude Shareholders from attending and voting at the Annual General Meeting should they so wish. For full details of proxy appointments, see the notes to the Notice of Annual General Meeting and the Form of Proxy.**

## CONTENTS

---

	Page
Expected timetable of principal events	2
Definitions	2
Letter from the Chairman of Infoserve Group plc	3
Notice of Annual General Meeting	7

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

---

Latest time and date for receipt of Forms of Proxy	9.00 a.m. on 16 July 2010
Annual General Meeting	9.00 a.m. on 20 July 2010

## DEFINITIONS

---

"Annual General Meeting" or "AGM"	the annual general meeting of Infoserve convened for 9.00 a.m. on 20 July 2010, notice of which is set out at the end of this document;
"Board" or "Directors"	the directors of Infoserve, whose names are set out on page 4 of this document or any duly authorised committee thereof;
"Form of Proxy"	the form of proxy for use by Shareholders in connection with the Annual General Meeting, which is enclosed with this document;
"Infoserve" or "Company"	Infoserve Group plc;
"Ordinary Shares"	ordinary shares of 5 pence each in the capital of Infoserve;
"Preference Shares"	cumulative preference shares of £1 in the capital of Infoserve;
"Resolutions"	the resolutions to be put to Shareholders at the Annual General Meeting; and
"Shareholders"	holders of Ordinary Shares.

## LETTER FROM THE CHAIRMAN OF INFOSERVE GROUP PLC

---

# Infoserve Group plc

(Incorporated and registered in England and Wales with Registered No. 05750143)

*Directors:*

Steve Barnes, Executive Chairman  
Jonathan Simpson, Finance Director  
Derek Oliver, Operations Director  
Mark Riley, Sales Director  
David Hood, Senior Non-executive Director  
Andrew Thirkill, Non-executive Director

*Registered Office:*

South Side Aviation  
Leeds Bradford International Airport  
Leeds  
LS19 7UG

22 June 2010

*To Shareholders and, for information purposes only, to the holders of options to subscribe for Ordinary Shares*

Dear Shareholder,

### 1. INTRODUCTION

I am pleased to be writing to you with details of our Annual General Meeting which we are holding at The Café Bar, Multiflight Training Centre, South Side Aviation, Leeds Bradford International Airport, Leeds LS19 7UG on 20 July 2010 at 9.00am. The formal notice of Annual General Meeting is set out on pages 7 to 10 of this document.

The purpose of this letter is to provide Shareholders with details of, the background to and reasons for, the resolutions to be proposed at the AGM, to explain why the Board believes that the passing of the Resolutions is in the best interests of Infoserve and the Shareholders as a whole and to recommend that Shareholders vote in favour of the Resolutions. The Resolutions to be proposed at the AGM include, amongst other things, to authorise the Directors to allot new Ordinary Shares and to disapply statutory pre-emption rights on the allotment of new Ordinary Shares.

If you would like to vote on the Resolutions but cannot attend the AGM, please complete the Form of Proxy enclosed with this document and return it as soon as possible to the Company at its registered office South Side Aviation, Leeds Bradford International Airport, Leeds LS19 7UG. The Company must receive the completed Form of Proxy by 9.00am on 16 July 2010 for it to be valid.

### 2. BUSINESS TO BE TRANSACTED AT THE AGM

Details of the resolutions which are to be proposed at the Annual General Meeting are set out below.

#### ***Ordinary resolution 1: Annual Report 2010***

The business of the Annual General Meeting will begin with a resolution to lay before members the Annual Report in respect of the year ended 31 March 2010 (the “**Annual Report 2010**”). Shareholders will have the opportunity to put questions on the Annual Report 2010 to the Directors before the resolution is proposed to the Annual General Meeting.

#### ***Ordinary resolutions 2 to 4: Re-election of Directors***

In line with the Company’s current Articles of Association, any Director who held office at the time of the two preceding annual general meetings and who did not retire at either of them must retire by rotation, and, therefore, Stephen Barnes and Andrew Thirkill will retire and stand for

re-election. Jonathan Simpson has been appointed to the Board since the last Annual General Meeting and therefore stands for appointment. Brief biographical details of Directors standing for re-election are contained in the notes to the notice of AGM on page 10 of this document.

***Ordinary resolution 5: Re-appointment of auditors***

Shareholders will be asked to confirm the re-appointment of KPMG Audit Plc as the Company's auditors to hold office until the conclusion of the next annual general meeting and to grant authority to the Directors to determine the auditors' remuneration.

***Ordinary resolution 6: Grant of authority to the Directors to allot Ordinary Shares***

At last year's annual general meeting of the Company, Shareholders passed a resolution giving the Directors authority to allot Ordinary Shares. That power expires following the conclusion of the Annual General Meeting therefore the Directors propose that the relevant authority is renewed at the Annual General Meeting and, accordingly, have proposed resolution 6 in the Notice of Annual General Meeting to do this.

The Directors wish to put in place general authorities which will enable them to allot and issue further Ordinary Shares as part of any equity fundraising which the Company may carry out. Pursuant to Resolution 6, it is proposed that the Directors be authorised to allot Ordinary Shares up to a maximum nominal value of £984,558 (representing 19,691,147 Ordinary Shares) which is approximately equal to 33.33 per cent. of the Company's issued share capital and share capital in respect of which options or other rights to subscribe for Ordinary Shares have been granted as at 21 June 2010 (being the latest practicable date prior to publication of this document).

The Directors currently intend only to make use of this authority: (a) in connection with the grant of options to directors and employees of the Company and the Company's group; (b) potentially for use as consideration in connection with any acquisitions of companies or businesses which the Company may wish to make; (c) in order to raise funds through subscriptions for new shares in order to finance any such acquisitions or otherwise as may be necessary to satisfy the working capital requirements of the Company's group of companies.

This renewed authority would expire at the conclusion of next year's annual general meeting.

***Special resolution 7: Disapplication of statutory pre-emption rights on allotment of shares***

If the Directors wish to allot unissued shares or other equity securities for cash or sell any shares which the Company may hold in treasury following a purchase of its own shares, the Companies Act 2006 requires that such shares or other equity securities are offered first to existing shareholders in proportion to their existing holdings. At the Annual General Meeting of the Company held last year, shareholders passed a special resolution giving the Directors authority to allot equity securities for cash, without first being required to offer such securities to existing shareholders, by the limited disapplication of Section 561 of the Companies Act 2006. That power expires following the conclusion of the Annual General Meeting therefore the Directors propose that the relevant authority is renewed and increased at the Annual General Meeting and, accordingly, have proposed resolution 7 in the Notice of Annual General Meeting to do this.

As set out in relation to the explanations of Resolutions 6 and 7 above, the Directors wish to put in place general authorities which will enable them to allot and issue further Ordinary Shares as part of any equity fundraising which the Company may carry out. Pursuant to Resolution 7, the Directors are seeking authority to allot equity securities or sell treasury shares for cash up to a maximum aggregate nominal value of £500,000 (representing 10,000,000 Ordinary Shares which would constitute approximately 16.9 per cent. of the issued share capital of the Company and share capital in respect of which options or other rights to subscribe for Ordinary Shares have been granted as at 21 June 2010) without first offering the securities to existing shareholders. The total number of Ordinary Shares in issue as at 21 June 2010 (being the latest practicable date prior to the publication of this document) is 59,073,441. The Company does not currently hold any treasury shares. The proposed

resolution also disapplies the statutory pre-emption provisions in connection with a rights issue and allows the Directors, in the case of a rights issue, to make arrangements in relation to fractional entitlements or other legal or practical problems which might arise.

The Directors have no immediate plans to make use of this authority other than in those circumstances to which I referred in the explanation relating to resolution 6 above. This authority would expire at the conclusion of next year's annual general meeting.

### ***Special resolution 8: Purchases of own shares by the Company***

Resolution 8 to be proposed at the Annual General Meeting seeks authority from holders of Ordinary Shares for the Company to make market purchases of Ordinary Shares, such authority being limited to the purchase of 10 per cent of the Ordinary Shares in issue as at 21 June 2010. The maximum price payable for the purchase by the Company of Ordinary Shares will be limited to an amount equal to 105 per cent of the middle market value of an Ordinary Share for the five business days prior to the day the purchase is made. The minimum price payable by the Company for the purchase of Ordinary Shares will be 5p per share (being the amount equal to the nominal value of an Ordinary Share). The authority to purchase Ordinary Shares will only be exercised if the Directors consider that there is likely to be a beneficial impact on earnings per Ordinary Share and that it is in the best interests of the Company at the time. The Company may either cancel any Ordinary Shares which it purchases under this authority or transfer them into treasury (and subsequently sell or transfer them out of treasury or cancel them). If the Company were to purchase any Ordinary Shares pursuant to this authority it would consider holding them as treasury shares. This would enable the Company to re-issue treasury shares quickly and cost-effectively and would provide the Company with additional flexibility in the management of its capital base.

Options and other rights to subscribe for up to 564,808 Ordinary Shares have been granted and are outstanding as at 21 June 2010 (being the latest practicable date prior to publication of this document) representing 0.96 per cent of the issued ordinary share capital of the Company at that date. If the Directors were to exercise in full the power for which they are seeking authority under resolution 8, the options and other rights to subscribe outstanding as at 21 June 2010 would represent 1.05 per cent of the ordinary share capital (excluding any treasury shares) of the Company in issue following such exercise.

### **3. ANNUAL GENERAL MEETING**

On pages 7 to 10 of this document there is a notice convening the Annual General Meeting to be held at The Café Bar, Multiflight Training Centre, South Side Aviation, Leeds Bradford International Airport, Leeds, LS19 7UG at 9.00 a.m. on 20 July 2010.

### **4. ACTION TO BE TAKEN**

You are entitled to appoint one or more proxies to attend and vote at the Annual General Meeting on your behalf. You will find enclosed with this document a Form of Proxy for use in connection with the Annual General Meeting. Whether or not you propose to attend the Annual General Meeting in person, you are requested to complete and return the Form of Proxy to the Company at its registered office, South Side Aviation, Leeds Bradford International Airport, Leeds, LS19 7UG as soon as possible and, in any event, so as to be received no later than 9.00am on 16 July 2010. Completion and return of a Form of Proxy will not stop you from attending the Annual General Meeting and voting in person should you so wish.

## 5. RECOMMENDATION

The Directors consider the resolutions to be proposed at the Annual General Meeting to be in the best interests of the Company and its members as a whole. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of all of the resolutions to be proposed at the Annual General Meeting, as the Directors intend to do in respect of their own beneficial holdings, being 52,537,549 Ordinary Shares, representing approximately 88.94 per cent. of the Company's existing issued ordinary share capital as at 21 June 2010 (being the latest practicable date prior to publication of this document).

Yours faithfully

A handwritten signature in black ink, appearing to read 'Steve Barnes', with a stylized flourish at the end.

**STEVE BARNES**  
**EXECUTIVE CHAIRMAN**

**INFOSERVE GROUP PLC  
(THE “COMPANY”)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting of the Company will be held at The Café Bar, Multiflight Training Centre, South Side Aviation, Leeds Bradford International Airport, Leeds, West Yorkshire, LS19 7UG on 20 July 2010 at 9:00 a.m. in order to consider and, if thought fit, pass the following resolutions of which resolutions 1 to 6 (inclusive) will be proposed as ordinary resolutions and resolutions 7 and 8 will be proposed as special resolutions:-

**Ordinary Resolutions**

- 1 To receive, consider and adopt the Company’s annual accounts and financial statements for the year ended 31 March 2010 together with the Directors’ report and auditors’ report on those accounts.
- 2 To re-elect as a director Stephen Barnes who is retiring by rotation in accordance with Article 109 of the Company’s Articles of Association and who, being eligible, is offering himself for re-election.
- 3 To re-elect as a director Andrew Thirkill who is retiring by rotation in accordance with Article 109 of the Company’s Articles of Association and who, being eligible, is offering himself for re-election.
- 4 To elect as a director Jonathan Simpson who has been appointed to the Board since the last Annual General Meeting.
- 5 To re-appoint KPMG Audit Plc as auditors to the Company until the conclusion of the next annual general meeting of the Company and to authorise the directors to determine their remuneration.
6. THAT for the purposes of section 551 of the Companies Act 2006 (and so that expressions used in this resolution shall bear the same meanings as in the said section 551):
  - (a) the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities up to a maximum nominal amount of £984,558 to such persons and at such times and on such terms as they think proper during the period expiring at the end of the next Annual General Meeting of the Company to be held after the date on which this resolution is passed (unless previously revoked or varied by the Company in general meeting); and
  - (b) the Company be and is hereby authorised to make prior to the expiry of such period any offer or agreement which would or might require relevant securities to be allotted after the expiry of the said period and the Directors may allot relevant securities in pursuance of any such offer or agreement notwithstanding the expiry of the authority given by this resolution;

and so that all previous authorities of the Directors pursuant to the said section 551 be and are hereby revoked.

**Special Resolutions**

7. THAT the Directors be and are empowered in accordance with section 570 of the Companies Act 2006 (the “Act”) and in accordance with section 727 of the Act to sell treasury shares for cash and, subject to and conditionally upon the passing of resolution 6 set out in the Notice convening this Meeting, make other allotments of

equity securities (and the expression “allotment of equity securities” and like expressions used in this resolution shall have the meaning given to them by virtue of section 560 of the Act) for cash pursuant to the authority conferred on them to allot relevant securities (as defined in section 551 of the Act) by that resolution, in each case, as if sections 561 and 562 of the Act did not apply to any such sale or allotment, provided that the power conferred by this resolution shall be limited to:

- (a) the allotment of equity securities in connection with an issue or offering in favour of holders of equity securities and any other persons entitled to participate in such issue or offering (other than the company itself in respect of any shares held by it as treasury shares) where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly as may be) to the respective number of equity securities held by or deemed to be held by them on the record date of such allotment, subject only to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws or requirements of any recognised regulatory body or stock exchange in any territory; and
- (b) the allotment of equity securities (otherwise than pursuant to paragraph (a) of this resolution) up to an aggregate nominal value not exceeding £500,000;

and this power, unless renewed, shall expire at the end of the next Annual General Meeting of the Company to be held after the date on which this resolution is passed but shall extend to the making, before such expiry, of an offer or agreement which would or might require an allotment of equity securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

8. THAT the Company be and is hereby generally and unconditionally authorised for the purpose of section 701 of the Companies Act 2006 to make market purchases (as defined in section 693 of the said Act) of ordinary shares of 5p each in the capital of the Company (“ordinary shares”) provided that:

- (a) the maximum number of ordinary shares hereby authorised to be purchased is 5,907,344;
- (b) the minimum price (exclusive of expenses) which may be paid for an ordinary share is 5p per share, being the nominal amount thereof;
- (c) the maximum price (exclusive of expenses) which may be paid for an ordinary share is an amount equal to 105 per cent.v of the middle market value of an ordinary share for the five business days prior to the day the purchase is made;
- (d) the authority hereby conferred shall (unless previously renewed or revoked) expire on the earlier of the end of the next Annual General Meeting of the Company and the date which is 18 months after the date on which this resolution is passed;
- (e) the Company may make a contract to purchase its own ordinary shares under the authority conferred by this resolution prior to the expiry of such authority, and such contract will or may be executed wholly or partly after the expiry of such authority, and the Company may make a purchase of its own ordinary shares in pursuance of any such contract; and
- (f) ordinary shares purchased pursuant to the authority conferred by this resolution shall be either (i) cancelled immediately upon completion of the purchase or (ii) be held, sold, transferred or otherwise dealt with as treasury shares in accordance with the provisions of the Companies Act 2006.





Dated 22 June 2010

Registered Office:  
South Side Aviation  
Leeds Bradford International Airport  
Leeds  
West Yorkshire  
LS19 7UG

By order of the Board:

Michael Deakin  
Secretary

### Notes

1. Copies of the following documents will be available for inspection at the Company's registered office at South Side Aviation, Leeds Bradford International Airport, Leeds LS19 7UG during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) from the date of this Notice until the conclusion of the Annual General Meeting and at the place of the Annual General Meeting itself from 15 minutes before the Annual General Meeting until the conclusion of the Annual General Meeting:
  - (a) the service contracts of each of Stephen Barnes, Derek Oliver, Mark Riley and Jonathan Simpson;
  - (b) the letters of appointment between the Company and each of the non-executive directors of the Company.
2. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. Where more than one proxy is appointed, a member must specify the number of shares the rights in respect of which each proxy is entitled to exercise. A proxy need not be a shareholder of the Company. A Form of Proxy which may be used to make such appointment and give proxy instructions accompanies this notice.
3. To be valid, the Form of Proxy must be received by the Company at the Company's registered office at South Side Aviation, Leeds Bradford International Airport, Leeds LS19 7UG by no later than 9.00 am on 16 July 2010.
4. The return of a completed Form of Proxy will not prevent a shareholder attending the Annual General Meeting and voting in person if he/she wishes to do so.
5. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, only shareholders registered in the register of members of the Company as at 6.00pm on 16 July 2010 shall be entitled to attend and vote at the Annual General Meeting in respect of the number of shares registered in their name at such time. If the Annual General Meeting is adjourned, the time by which a person must be entered on the register of members of the Company in order to have the right to attend and vote at the adjourned meeting is 6.00pm on the day preceding the date fixed for the adjourned meeting. Changes to the register of members after the relevant times shall be disregarded in determining the rights of any person to attend and vote at the

meeting.

6. As at 21 June 2010 (being the latest practicable date prior to the publication of this document), the Company's issued share capital consists of 59,073,441 Ordinary Shares of 5p each and which each carry one vote and 100,000 Preference Shares of £1 each which do not entitle the holders thereof to vote. Therefore, the total voting rights in the Company as at 21 June 2010 are 59,073,441.
7. Corporate shareholders are entitled to appoint a corporate representative to exercise all or any of their rights to attend and to speak and vote (on a show of hands and on a poll) on their behalf at the meeting. A corporate shareholder may appoint more than one corporate representative in relation to the Annual General Meeting. Where more than one corporate representative is appointed on a vote by show of hands, each corporate representative has the same voting rights as the corporate shareholder would be entitled to. Where more than one corporate representative is appointed on a poll vote, if all corporate representatives exercise their power in the same way, the power is exercised in that way, if they do not exercise the power in the same way as each other, the power is not treated as exercised.
8. Biographical details for each of the directors retiring by rotation and offering themselves for election or re-election at the AGM are set out below.

**Stephen Barnes (Executive Chairman)**

Steve Barnes joined Infoserve in January 2004. He has spent more than 30 years in sales and marketing roles for companies such as Cadbury Schweppes and Quaker Oats Limited, and held board positions at Toshiba (UK) Limited and Comet plc. Steve was formerly the Sales and Marketing Director at Pace Micro Technology plc.

Steve's role is to implement the strategic goals and objectives of the company and to give direction and leadership toward the achievement of the company's philosophy, mission, strategy, and its annual goals and objectives. Steve is also a Non-executive Director of Freedom Back Clinics, a national chain of back care specialists.

**Andrew Thirkill (Non-executive Director)**

Andrew Thirkill is a Non-Executive Director of the company. He is chairman of Age Partnership Limited, a financial services company specialising in the equity release sector, founder chairman and CEO of ATP Advertising and Marketing Limited, a full service agency covering new media, Chairman of Freedom Back Clinics, a national chain of back care specialists and Deputy Chairman of Harrogate Town AFC Limited. Andrew was previously a Director of Ultralase Limited, a provider of laser eye treatment in the UK.

**Jonathan Simpson (Finance Director)**

Before joining Infoserve as interim finance director in June 2009, Jonathan was chief financial officer and company secretary of Ultralase Group Limited and its subsidiary companies. The Ultralase Group is a market leading laser eye care business. Whilst at the Ultralase Group, Jonathan had responsibility for finance, information technology, management information and acquisitions. He was a key member of the management team which acquired Ultralase in 2008. Between November 2002 and January 2007 he was financial controller of Ultralase and Ultralase Medical Aesthetics Limited. He qualified as a chartered accountant in 2001.