

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. *If you are in any doubt as to what action to take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent adviser authorised pursuant to the Financial Services and Markets Act 2000.*

If you have sold or transferred all of your ordinary shares in Infoserve Group plc (the “Company”) please send this document immediately to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. However, such documents should not be forwarded or transmitted in or into the United States, Canada, Australia or Japan or into any other jurisdiction where it would be unlawful to do so.

Infoserve Group plc

(Incorporated and registered in England and Wales under the Companies Act 1985 (as amended) with registered number 05750143)

Directors:

James Henry Newman (Non-executive Chairman)
Stephen Melvin Barnes (Chief Executive Officer)
David Richard Hood (Senior Non-executive Director)
Andrew Robin Thirkill (Non-executive Director)
David Charles Balbi (Finance and Commercial Director)
Derek Ian John Oliver (Operations Director)
Mark Andrew Riley (Sales Director)

Registered Office:

South Side Aviation
Leeds Bradford International Airport
Leeds LS19 7UG

19 August 2008

To the holders of the Company’s ordinary shares of 5p each

Dear Shareholder,

STATEMENT RE POSSIBLE OFFER

We are required to bring the following to your attention under Rule 2.6 of the City Code on Takeovers and Mergers (the “Code”).

The following is the text of an announcement made by the Company on 15 August 2008:

“The board of directors of Infoserve Group plc (“the Company”) notes the recent upward movement in the Company’s share price and confirms that it is in very early stage discussions which may or may not lead to an offer being made for the Company.

There can be no certainty that an offer will be made. A further announcement will be made in due course, if and when appropriate.

In accordance with Rule 2.10 of the City Code on Takeovers and Mergers, the Company confirms that, as at the close of business on 14 August 2008, its relevant securities in issue consisted of 19,073,441 ordinary shares of 5 pence each.

The ISIN reference number for the ordinary shares of 5 pence each is GB00B137SN31.”

Yours sincerely,

James Newman
Chairman

The directors of the Company accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors, who have taken all reasonable care to ensure such is the case, the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

Dealing Disclosure Requirements

Under the provisions of Rule 8.3 of the Takeover Code (the “Code”), if any person is, or becomes, “interested” (directly or indirectly) in 1% or more of any class of “relevant securities” of the Company, all “dealings” in any “relevant securities” of the Company (including by means of an option in respect of, or a derivative referenced to, any such “relevant securities”) must be publicly disclosed by no later than 3.30 pm (London time) on the London business day following the date of the relevant transaction. This requirement will continue until the date on which the offer becomes, or is declared, unconditional as to acceptances, lapses or is otherwise withdrawn or on which the “offer period” otherwise ends. If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire an “interest” in “relevant securities” of the Company, they will be deemed to be a single person for the purpose of Rule 8.3.

Under the provisions of Rule 8.1 of the Code, all “dealings” in “relevant securities” of the Company by an offeror or the Company, or by any of their respective “associates”, must be disclosed by no later than 12.00 noon (London time) on the London business day following the date of the relevant transaction.

A disclosure table, giving details of the companies in whose “relevant securities” “dealings” should be disclosed, and the number of such securities in issue, can be found on the Takeover Panel’s website at www.thetakeoverpanel.org.uk.

“Interests in securities” arise, in summary, when a person has a long economic exposure, whether conditional or absolute, to changes in the price of securities. In particular, a person will be treated as having an “interest” by virtue of the ownership or control of securities, or by virtue of any option in respect of, or derivative referenced to, securities.

Terms in quotation marks are defined in the Code, which can also be found on the Panel’s website. If you are in any doubt as to whether or not you are required to disclose a “dealing” under Rule 8, you should consult the Panel.