

Please note that this document is important and requires your immediate attention. If you are in any doubt as to the action to be taken, please consult an independent adviser immediately.

If you have sold or transferred or otherwise intend to sell or transfer all of your holding of ordinary shares in the Company prior to the AGM of the Company on 19 September 2008 at 10:00 am, you should send this document, together with the accompanying Form of Proxy, to the (intended) purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was or is to be effected for transmission to the (intended) purchaser or transferee.

To all the holders of ordinary shares in the capital of Infoserve Group plc

Date: **26 August 2008**

Dear Shareholder

Infoserve Group plc (*"the Company"*)

Annual General Meeting 2008

We shall be holding our Annual General Meeting ("**AGM**") on 19 September 2008 at 10:00 am at The Café Bar, Multiflight Training Centre, South Side Aviation, Leeds Bradford International Airport, Leeds, West Yorkshire, LS19 7UG in respect of which we enclose a formal Notice of AGM and we look forward to seeing you at the meeting. If for any reason you are unable to attend but wish to appoint a proxy in your place, please complete and return the enclosed Form of Proxy (together with a Power of Attorney or other Authority, if any, under which it is signed, or a notarially certified copy of such Power of Attorney or Authority) to the Company's registered office no later than 48 hours before the time fixed for the meeting. We also enclose a copy of the Annual Accounts for the year ending 31 March 2008, which will be laid before the members at the AGM.

Resolutions 1 to 5

Resolutions 1 to 5 set out in the Notice of AGM deal with the ordinary business to take place at an AGM and are relatively self-explanatory.

Resolution 6

Resolution 6 set out in the Notice of AGM, which will be proposed as an Ordinary Resolution, will grant the directors the power to allot shares up to a maximum of an aggregate nominal value of £320,000 which is approximately equivalent to one third of the aggregate nominal value of the Company's issued share capital at the date of this letter.

The authority sought pursuant to this Ordinary Resolution in the Notice of AGM will expire on the earlier of the AGM in 2009 or fifteen months from the date of the passing of the resolution.

Resolution 7

Resolution 7, which will be proposed as a Special Resolution, will grant the directors the power to allot some of the shares that it is has authority to allot pursuant to resolution 6, without first offering such shares to existing shareholders pursuant to statutory rights of pre-emption, so that the Company can follow normal practices in the event of a rights issue or similar issue, and so that shares may be issued to a maximum of an aggregate nominal value of £150,000 which is approximately equivalent to 15% of the aggregate nominal value of the Company's issued share capital at the date of this letter.

The authority sought pursuant to this Special Resolution will expire on the earlier of the AGM in 2009 or fifteen months from the date of the passing of the resolution.

We would like to thank you for your continuing support.

Kind regards.

Yours sincerely

A handwritten signature in blue ink, appearing to read 'James Newman', with a stylized initial 'J'.

James Newman

Chairman

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NOTICE OF ANNUAL GENERAL MEETING

Infoserve Group plc

("the Company")

Company Number: **5750143**

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 19 September 2008 at 10:00 am in order to consider and, if thought fit, pass resolutions 1 to 6 as Ordinary Resolutions and resolution 7 as a Special Resolution:-

Ordinary Resolutions

1. To receive, consider and adopt the Directors' report and financial statements of the Company for the year ended 31 March 2008
2. To re-elect as a director Stephen Barnes who is retiring by rotation in accordance with Article 116 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 116 of the Company's Articles of Association and who being eligible is offering himself for re-election.
4. To elect as a director Mark Riley who has been appointed to the Board since the last Annual General Meeting.
5. To re-appoint KPMG Audit Plc as auditors and to authorise the directors to determine their remuneration.
6. To generally and unconditionally authorise the Directors for the purpose of Section 80 of the Companies Act 1985 (the "Act") to exercise all or any powers of the Company to allot relevant securities (as defined in Section 80(2) of the Act) up to an aggregate nominal amount of £320,000, provided that this authority shall, unless previously revoked or varied by the Company in general meeting, expire at the conclusion of the annual general meeting of the Company in 2009, or (if earlier) 15 months from the passing of this Resolution, but so that the Directors 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 that offer or agreement as if the authority hereby conferred had not expired.

Special Resolution

7. Subject to the passing of the previous resolution 6 the directors be and they are empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94(2) of the Act) wholly for cash pursuant to the authority conferred by resolution 6 above as if section 89(1) of the Act did not apply to any such allotment, provided that this power conferred by resolution 6 shall be limited to the allotment of equity securities:
 - (i) 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

(ii) otherwise than pursuant to sub-paragraph (i) above up to an aggregate nominal amount of £150,000

and shall expire at the conclusion of the next annual general meeting of the Company in 2009 (or (if earlier) 15 months from 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



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Michael J. Deakin

SECRETARY

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

Dated: 26th August 2008

Notes:

1. A member entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and vote on a poll instead of him. A proxy may demand, or join in demanding, a poll. A proxy need not be a member of the Company.
2. Completion and return of the form of proxy will not preclude ordinary shareholders from attending or voting at the meeting, if they so wish
3. To be effective, this proxy form must be lodged at the Registered Office, South Side Aviation, Leeds Bradford International Airport, Leeds, West Yorkshire, LS19 7UG, 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. In the case of a joint holding, a proxy need only be signed by one joint holder. If more than one such joint holder lodges a proxy only that of the holder first on the register of members will be counted. Any alternations made to this proxy should be initialled.
5. In the case of a corporation this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised.
6. As provided in Regulation 41 of the Uncertificated Securities Regulations 2001, only those members registered in the register of members of the Company 48 hours before the time set for the meeting shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of members after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
7. A copy of the balance sheet and every document required by law to be annexed to it, which are to be laid before the above mentioned meeting, are enclosed. The register of interests of the directors in the share capital of the company and copies of contracts of service of directors with the Company will be available for inspection at the registered office of the Company during normal business hours (Saturdays and public holidays excepted) from the date of this notice until the conclusion of the AGM.