

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice from your stockbroker, bank manager or other financial adviser authorised for the purposes of the Financial Services and Markets Act 2000 immediately.

If you have sold or transferred all your shares in ServicePower Technologies plc, please send this document and the form of proxy enclosed herewith, to the purchaser or transferee or stockbroker or bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

SERVICEPOWER TECHNOLOGIES PLC

(Incorporated in England No. 03941006)

Notice of 2009 Annual General Meeting

A letter from the Chairman is set out on this and page 2. Notice of the Annual General Meeting to be held at 10.30 a.m on Tuesday, 26th May 2009 at the offices of **ICIS Business Communications, 3rd Floor, Aldermay House, 10-15 Queen Street, London, EC4N 1TX**, is set out at the end of this document. A form of proxy is enclosed for use at the meeting. It should be completed and returned as soon as possible to ServicePower Technologies plc, Petersgate House, St Petersgate, Stockport, Cheshire SK1 1HE and, in any event, so as to be received no later than 48 hours before the time fixed for the meeting.

**LETTER FROM THE CHAIRMAN
SERVICEPOWER TECHNOLOGIES PLC**

(Incorporated in England and Wales, Registered Number 03941006)

Registered Office:

Petersgate House
St Petersgate
Stockport
Cheshire SK1 1HE

Directors:

Lindsay Bury
Mark Duffin
Rudy Burger
Hugh Fitzwilliam-Lay

Non-Executive Chairman
Chief Executive Officer
Non-executive Director
Non-executive Director

29th April 2009

To the holders of Ordinary Shares
Dear Sir or Madam

Introduction

The purpose of this letter is to give you notice of the 2009 Annual General Meeting to be held at ICIS Business Communications offices in London at 10.30 a.m. on Tuesday 26th May 2009. Enclosed with this letter are the audited accounts of the Company, together with the directors' and auditors' reports in respect of the period ended 31st December 2008, and a proxy voting form.

Annual General Meeting

Notice of the Annual General Meeting of the Company, convened for 10.30 a.m. 26th May 2009, is set out on pages 3 and 4 of this document. The following resolutions are to be proposed at the meeting:

Resolutions 1 to 5

Resolutions 1 to 5 to be proposed at the meeting constitute the "ordinary" business of the meeting and all will be proposed as ordinary resolutions. These resolutions deal with the following:

1. The receipt and adoption of the accounts for the period ended 31st December 2008.
2. The re-election of Mark Duffin who is to retire by rotation as a director of the Company in accordance with the Company's articles of association, and who offers himself for re-election.
3. The re-election of Hugh Fitzwilliam-Lay who is to retire by rotation as a director of the Company in accordance with the Company's articles of association, and who offers himself for re-election.
4. To confirm the reappointment of Deloitte LLP as auditors and to authorise the directors to fix their remuneration.
5. The receipt and adoption of the Directors remuneration reports for the period ended 31st December 2008.

Resolutions 6 and 7

Resolutions 6 and 7 comprise the "special" business of the Meeting.

Resolution 6 is proposed to authorise the directors to allot ordinary shares. The authority, if granted, will apply in respect of 18,926,429 ordinary shares in the capital of the Company (representing approximately 10% of the issued share capital of the Company at the date of this circular).

Resolution 7 is proposed to empower the directors to allot ordinary shares otherwise than in accordance with statutory pre-emption rights. If passed, the directors will be authorised to allot shares representing up to 10% of the issued share capital of the Company at the date of this circular on a non pre-emptive basis.

Action to be taken

Shareholders will find enclosed with this document a form of proxy for use at the Annual General Meeting of the Company. Whether or not you intend to be present at the meeting, you are requested to complete and return the form of proxy so as to reach ServicePower Technologies plc, Petersgate House, St Petersgate, Stockport, Cheshire SK1 1HE as soon as possible and, in any event, not later than 48 hours before the time appointed for the meeting. Completion and return of a form of proxy will not prevent you from attending the meeting and voting in person if you wish to do so.

Yours faithfully



Lindsay Bury
Non-Executive Chairman

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Company for 2009 will be held at the offices of ICIS Business Communications, 3rd Floor, Aldermary House, 10-15 Queen Street, London, EC4N 1TX, on Tuesday, 26th May 2009 at 10.30 a.m. for the following purposes:

ORDINARY BUSINESS

1. To receive and adopt the report of the directors and financial statements for the period ended 31st December 2008.
2. To re-elect Mark Duffin as a director (Mr Duffin being due to retire in accordance with the Company's articles of association).
3. To re-elect Hugh Fitzwilliam-Lay as a director (Mr Fitzwilliam-Lay being due to retire in accordance with the Company's articles of association).
4. To re-appoint Deloitte LLP of 2 Hardman Street, Manchester M60 2AT as auditors of the Company and to authorise the directors to fix their remuneration.
5. To receive and adopt the Directors remuneration report for the period ended 31st December 2008.

SPECIAL BUSINESS

To consider and, if thought fit, pass the following resolutions, of which resolution 6 will be proposed as an ordinary resolution and resolution 7 will be proposed as a special resolution:

6. The directors of the Company be generally and unconditionally authorised to allot relevant securities (within the meaning of section 80 of the Companies Act 1985 (the "Act")) up to an aggregate nominal amount of £1,892,642 such authority to expire (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the next annual general meeting of the Company following the passing of this resolution or, if earlier, the date falling 15 months after the passing of this resolution provided that the Company may before such expiry, or the expiry of any renewal of the authority, make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors of the Company may allot relevant securities in pursuance of such offer or agreement as if the authority had not expired.
7. The directors of the Company be empowered, pursuant to section 95 of the Act, to allot equity securities (within the meaning of section 94 of the Act) for cash pursuant to the authority conferred by resolution 5 as if section 89(1) of the Act did not apply, such power to be limited to:
 - (i) the allotment of equity securities in connection with an offer of such securities open for acceptance for a period fixed by the directors of the Company to holders of ordinary shares on the register on a record dated fixed by the directors in proportion (as nearly as may be) to their holdings of ordinary shares but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with any legal or practical problems under the laws of any overseas territory or the requirements of any regulatory body or stock exchange in any territory or in relation to fractional entitlements or by virtue of shares being represented by depository receipts or otherwise however; and
 - (ii) the allotment of equity securities (otherwise than pursuant to paragraph (i) above) up to an aggregate nominal amount of £1,892,642provided always that such power shall expire at the conclusion of the next annual general meeting of the Company following the passing of this resolution (unless renewed, varied or revoked by the Company) or, if earlier, the date falling 15 months after the passing of this resolution provided that the Company may before such expiry, or the expiry of any renewal of the power, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors of the Company may allot equity securities in pursuance of such offer or agreement as if the power had not expired.

By order of the Board

Sally Gillings
Secretary

13th April 2009

Any member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and, on a poll, to vote instead of him. A proxy need not be a member of the Company. A form of proxy is enclosed. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, members will be entitled to attend and vote at the meeting if they are registered on the Company's register of members 48 hours before the time appointed for the meeting or any adjournment thereof.

The following documents will be available for inspection at the registered office, during business hours from the date of this notice until the date of the Annual General Meeting, and on that day will be available for inspection at the place of the meeting:

1. Copies of contracts of service of the directors with the Company.
2. A statement of all transactions of directors (and of their family interests) in the share capital of the Company for the past year.
3. The register of directors' (and their family) interests in the share capital of the Company.