

**APPENDIX TO SCHEDULE ONE – PRE-ADMISSION ANNOUNCEMENT
FURTHER INFORMATION ON SERVICEPOWER TECHNOLOGIES PLC. (THE
"COMPANY") IN CONNECTION WITH ITS AIM ADMISSION**

Nominated Advisor and Broker

KBC Peel Hunt Ltd

The AIM market of London Stock Exchange plc is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the United Kingdom Listing Authority.

A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser.

Each AIM company is required pursuant to the AIM Rules for Companies to have a nominated Adviser. The nominated Adviser is required to make a declaration to London Stock Exchange plc on admission in the form set out in Schedule Two to the AIM Rules for Nominated Advisers.

London Stock Exchange plc has not itself examined or approved the contents of this document.

It is expected that admission of the Company's New Ordinary Shares (including the Placing Shares) to trading on AIM will become effective and dealings in the New Ordinary Shares and the Placing Shares will commence on AIM on 26 September 2008.

This Appendix has been prepared in accordance with the Supplement to Schedule One of the AIM Rules for Companies. It includes all information equivalent to that required for an AIM admission document which is not currently publicly available either via the Company's website at www.servicepower.com or previously released on a Regulatory Information Service approved by London Stock Exchange plc. Information available to the public via such resources or set out in this Appendix is collectively referred to as "**Disclosed**" for the purposes of this Appendix.

This Appendix, dated 28 August 2008, should be read in conjunction with the pre-admission Announcement Form dated the same date as this Appendix and made by the Company as required by the AIM Rules at least 20 business days prior to Admission. This Appendix and the Announcement Form together constitute the "**Announcement**".

Responsibility Declaration

The Directors of the Company, whose names appear on the Company's website at www.servicepower.com, and the Company accept responsibility for the information contained in the Announcement. To the best of the knowledge of the Directors and the Company the information contained in the Announcement is in accordance with the facts and makes no omission likely to affect the import of such information.

Notice from Nominated Adviser and Broker

KBC Peel Hunt Ltd., which is regulated by the Financial Services Authority, is acting as nominated adviser and broker to the Company. KBC Peel Hunt Ltd. is not acting for any other person and will not be responsible to anyone other than the Company for providing the protections afforded to its clients or for providing advice in relation to the contents of this Announcement. No liability is accepted by KBC Peel Hunt Ltd. for the accuracy of any information or opinions contained in, or for the omission of any material information from, the Announcement.

PART I : COMPANY INFORMATION

1. COMPANY OVERVIEW

SERVICEPower's focus is on providing services, technology solutions and industry expertise to allow service businesses to operate with more efficiency.

2. TURNAROUND INITIATIVES

Since the appointment of Mark Duffin in November 2007, the Directors have recognised a need to restore investor confidence and to that end have carried out a strategic review of the Company's operations. The Directors identified certain areas as in need of improvement and initiatives have been or are due to be commenced. In particular the Company has proposed a sales force increase in both the UK and USA. In addition, a pricing policy has been put in place and products and messaging have both been rebranded, which allows for a more cohesive sales and marketing plan. The Company is also working towards place partnership activity and has joined market awareness groups. Internal regular reporting lines have been developed and implemented and procedures to ensure cohesion and communication are in the process of being developed.

Furthermore, the Directors have identified new strategies which could be implemented in order to take advantage of the developing market. Initiatives which were identified in this part of the review included: the restructuring of the business with a sales focus; the outsourcing of non-core activities; the redirecting of costs; ensuring the business is on a stable financial footing; and capitalising on the value proposition opportunity. The Directors also recognised the need to create new, and build on existing, partnerships and intend to exploit opportunities to sell products and services into new markets, in particular by cross-selling products of partners. Developing a relationship with entities providing process mapping has been identified as an area of particular interest, together with identifying complimentary acquisitions as a source of development and growth.

In creating a sales and marketing plan for 2008, the Directors looked to the findings of the strategic review and concluded that a clearly defined vision, coupled with an aggressive sales focus, would be key in the development of the business. Salesforce.com has been employed to and the website is being updated. Targets have been set for sales figures and remuneration packages have been amended to include a bonus system based on quotas each salesperson is required to meet. The Vice-President of Marketing now reports directly to the Chief Executive Officer, thus ensuring reliable oversight of this area of the business.

A review of the Company's products was also undertaken. In addition to the products the Company had in 2007, the following are now in place: *SERVICEScheduling*; *SERVICEOptimizer*; *SERVICEForecasting*; *SERVICEOperations*; *SERVICEDispatch*; *SERVICEClaims*; *SERVICEOutsourcing*; *SERVICENavigation*. Both *SERVICEParts* and *SERVICEKnowledge* are expected to be ready for the market by the end of 2009 and some products have been removed through the process of rebranding, for example, *ServicePower FSS* and *ClaimWorks*.

3. MARKET OPPORTUNITY

The Directors believe that the current *SERVICEOutsourcing* hosted services product offers a total value proposition focused on transactional revenue.

The Directors intend to make use of the market opportunity for *SERVICEOutsourcing*; there are opportunities for revenue from a number of new vertical markets for existing software products such as *SERVICEGPS* and *SERVICEMobility* as well as cross selling into existing clients. The targeting of Asian markets is also something the Company is now engaged in. To take full advantage of these market opportunities the Directors intend to build a professional management team and put in place standard systems, reporting structures and controls. The Company will focus on repeat and transactional revenue, and the Directors believe it has the ability to deliver based on technological expertise.

4. CURRENT TRADING

The Company recently won its biggest ever order to supply a major US retailer (\$3.5M in 2008 with potential to increase in 2009), as well as its first “do it for me” order with Exaco Trading Inc. equating to revenue of \$2.9M over 5 years. Some other brand house names have purchased from *ServicePower* this year, such as Marsh and Homeserve.

5. SUMMARY

The Directors believe that *SERVICEPower* is positioned to take advantage of the retail market. Despite its past difficulties, the Company has still generated growth and the business has been changed and will continue to develop to meet the opportunity of the market in a variety of ways, notably sales, marketing and management.

PART II - ADDITIONAL INFORMATION

1. THE COMPANY

- 1.1 The Company was incorporated in England and Wales under the Companies Act 1985 (the “Act”) as a public company limited by shares on 1 March 2000 with registered number 3941006 under the name ServicePower Business Technologies plc. On 2 March 2000 the Company’s name was changed to ServicePower Technologies plc. The principal legislation under which the Company operates is the Act and the regulations made thereunder.
- 1.2 The Company’s registered and head office, which is also its principal place of business, is Petersgate House, St Petersgate, Stockport, SK1 1HE, United Kingdom.

2. SHARE CAPITAL

- 2.1 The authorised and issued share capital of the Company as at the date of this Appendix and on Admission (assuming no options are exercised between the date of this Appendix and Admission) is as follows:

	As at the date of this Appendix			As at Admission		
	Amount (£)	Existing Ordinary Shares	Deferred Shares	Amount (£)	New Ordinary Shares	Deferred Shares
Authorised	12,510,000	125,100,000	Nil	12,510,000	447,621,309	803,378,691
Issued and fully paid	8,926,429	89,264,299	Nil	9,926,429.90	189,264,299	803,378,691

- 2.2 Since 31 December 2007, no changes have been made to the authorised and issued share capital of the Company other than the Capital Reorganisation which will take effect on Admission (details of which are set out in the Circular).
- 2.3 Save as Disclosed, the Company has no convertible securities, exchangeable securities or securities with warrants and no person has any preferential subscription rights for any share capital in the Company.
- 2.4 Save as Disclosed, there are no acquisition rights and there are no obligations over authorised but unissued capital of the Company or an undertaking to increase the capital of the Company.
- 2.5 The New Ordinary Shares are in registered form and are capable of being held in certificated or uncertificated form. Participants in the Placing should also refer to the Circular for details in connection with delivery of the Placing Shares.

3. SUMMARY OF THE MEMORANDUM AND ARTICLES OF ASSOCIATION

The principal objects of the Company, as set out in paragraph 4 of the Memorandum of Association, are *inter alia* to carry on business as a general commercial company and to carry on any other business which may in the opinion of the Directors be advantageously carried on by the Company. The New Articles of the Company contain, *inter alia*, the provisions set out below.

3.1 Directors

- 3.1.1 Unless and until determined by ordinary resolution, the number of Directors shall not be less than two or more than ten.
- 3.1.2 A director shall not be required to hold any shares of the Company by way of qualification.
- 3.1.3 A director retiring at a meeting shall be eligible for appointment as a director. A person may be recommended by the board for election and a member may propose a person for election, providing the formalities detailed in the New Articles are complied with.
- 3.1.4 Subject to the New Articles, the Company may by ordinary resolution appoint any person to be a director either to fill a casual vacancy or as an additional director.
- 3.1.5 The office of director shall be vacated in any of the following circumstances:
 - (i) he is removed or prohibited from being a director pursuant to any provisions of the Companies Act 2006, the Companies Act 1985, the Companies Act 1989, the Uncertificated Securities Regulations and every other Act, statute, statutory instrument, regulation or order for the time being in force concerning companies and affecting the Company (the “Statutes”);
 - (ii) he gives to the Company notice in an instrument executed by him of his wish to resign;
 - (iii) if he becomes bankrupt, insolvent or makes any arrangement or composition with his creditors generally or shall apply to the court for an interim order under section 253 of the Insolvency Act 1986 in connection with a voluntary arrangement under the Insolvency Act 1986;
 - (iv) if he is, or may be, suffering from mental disorder and/or either he is admitted to hospital for treatment, or an order is made by a court (whether in the United Kingdom or elsewhere) having jurisdiction in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs and, in either case, the board resolves that his office be vacated;

- (v) having been appointed for a fixed term, the term expires or his office as a director is vacated pursuant to the relevant Article;
 - (vi) he is absent from meetings of the board for six consecutive months without leave and his alternate director (if any) has not, during such period, attended in his place and the board resolves that his office be vacated; or
 - (vii) he is removed from office by notice by all his co-directors (or their alternates).
- 3.1.6 The board may appoint one or more directors to hold any executive office, including that of chairman, managing director or chief executive. Such post shall receive such remuneration as the directors determine.
- 3.1.7 Any director (other than an alternate director) may appoint any person, including a director (other than an alternate director) to act as his alternate director and may remove him from that office.
- 3.1.8 The fees of the non-executive directors shall not exceed in aggregate £100,000 in any financial year (or such higher amount as the Company may from time to time by ordinary resolution determine).
- 3.1.9 The business and affairs of the Company shall be managed by the board.
- 3.1.10 A director shall be entitled to attend and speak at any general meeting or class meeting of the Company notwithstanding that he is not a member of the Company.
- 3.1.11 The directors may make provision for the local management of the Company.
- 3.1.12 The directors may exercise the powers conferred by the Statutes in order to make provision for the benefit of any persons employed by the Company.
- 3.1.13 The board may, by power of attorney or otherwise, appoint another person as agent of the Company.
- 3.1.14 All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed in such manner as the directors determine.
- 3.1.15 A director will not be disqualified by his office from contracting with the Company either with regard to his tenure of any office or place of profit or as vendor or purchaser or in any other manner.
- 3.1.16 A director may hold any other office or place of profit with the Company (except auditor) in conjunction with his office of director.
- 3.1.17 A director may act by himself or his firm in a professional capacity for the Company and be entitled to remuneration. He may also become a director

or officer of a company in which the Company is interested or promoted by.

- 3.1.18 A director who is interested in a contract or arrangement with the Company must declare the nature of his interest at the meeting of the board at which the question of entering into the contract or arrangement is first taken into consideration.
- 3.1.19 A director cannot count in the quorum on a resolution of the board concerning his own appointment.
- 3.1.20 A director must not vote on or count in the quorum in respect of any resolution of the board concerning a contract in which he has a material interest otherwise than by virtue of his interest in securities in the Company. This does not apply to the following:
- (i) a contract for giving the director security or a guarantee in respect of money lent by him or other persons for the benefit of the Company or a debt or obligation of the Company for which he has assumed responsibility under a guarantee or security;
 - (ii) any contract concerning the subscription or purchase by him of securities pursuant to an offer or invitation to members or debenture holders of the Company, or any class of them, or to the public or any section of them;
 - (iii) where the Company is offering securities in which offer the director may be entitled to participate as holder of securities;
 - (iv) a contract relating to another company in which he and any connected person do not to his knowledge hold an interest in shares representing one per cent or more of any class of equity share capital or voting rights;
 - (v) any contract for the benefit of employees of the Company or of any of its subsidiary undertakings which does not accord to him any privilege or benefit not generally accorded to the employees to whom the contract or arrangement relates; and
 - (vi) any contract concerning the purchase or maintenance of insurance for or for the benefit of any director or for persons who include directors.
- 3.1.21 The quorum necessary for the transaction of the business of the directors may be fixed by the directors and unless fixed at any other number shall be two, save that where all the directors are conflicted other than one, where upon the quorum is one.
- 3.1.22 Questions arising at any meeting shall be determined by a majority of votes and in the case of an equality of votes the chairman shall have a second or casting vote.

3.2 Voting Rights:

Subject to any special terms or restrictions as to voting attached to any shares by or in accordance with the New Articles (such as the Deferred Shares), on a show of hands every member, who (being an individual) is present in person or (being a corporation) is present by a representative not being himself a member, shall have one vote and on a poll every member who is present in person or by proxy shall have one vote for every share of which he is the holder.

3.3 Shares with special rights

- 3.3.1 The Deferred Shares shall carry no right to receive any dividend or other distribution in respect of any financial year or other period of the Company.
- 3.3.2 On any return of capital whether on a winding up or reduction of capital or otherwise, the holders of the Deferred Shares shall be entitled to receive the amount paid up or credited as paid up on their respective holdings of Deferred Shares but only after there has been paid on each Ordinary Share the nominal amount paid up on such share plus a further sum of £100,000, but the holders of the Deferred Shares shall not be entitled to participate further in any distribution of the assets or the capital of the Company.
- 3.3.3 The holders of the Deferred Shares shall have no right to receive notice of or to attend or to vote or to speak either in person or by proxy at any general meeting or class meeting of the Company.
- 3.3.4 Notwithstanding the New Articles the holders of the Deferred Shares shall have no right to transfer any Deferred Shares except to the Company or to such persons as the Company may determine.
- 3.3.5 Notwithstanding the New Articles, the holders of the Deferred Shares shall have no right to receive a certificate in respect of their holding.
- 3.3.6 Neither the passing by the Company of any special resolution for the cancellation of the Deferred Shares for no consideration by means of a reduction of capital requiring the confirmation of the court nor the obtaining by the Company nor the making by the court of any order confirming any such reduction of capital nor the making effective of such order shall constitute a modification, variation or abrogation of the rights attaching to the Deferred Shares and accordingly the Deferred Shares may at any time be cancelled for no consideration by means of a reduction in capital effected in accordance with the Act without sanction on the part of the holders of the Deferred Shares.
- 3.3.7 The creation or issue of Deferred Shares shall be deemed to confer irrevocable authority on the Company at any time thereafter to appoint any person to execute on behalf of any holder or holders of such shares a transfer thereof and/or an agreement to transfer the same, without making any payment to the holder thereof, to such persons as the Company may determine as custodian thereof and to cancel the same (in accordance with

the provisions of the Act) without making any payment to or obtaining the sanction of the holder or holders thereof and pending such transfer and/or cancellation to retain the certificate, if any, for such shares and to do all things necessary or desirable to give effect to such transfer or purchase. The Company may, at its option at any time after the adoption of this Article, purchase all or any of the Deferred Shares then in issue, at a price not exceeding one penny for each holding of the Deferred Shares so purchased.

- 3.3.8 Shares may be issued on the terms that they are, or are to be liable, to be redeemed at the option of the Company or the holder.

3.4 Dividends

- 3.4.1 The Company may, by ordinary resolution, declare dividends in accordance with the respective rights of the members, and may fix the time for payment of such dividends, but no dividend shall exceed the amount recommended by the directors.
- 3.4.2 Dividends must be declared and paid according to the amounts paid on the shares in respect of which the dividends are paid. For these purposes, no amount paid on a share in advance of calls shall be treated as paid on the share. Dividends shall be apportioned and paid pro rata according to the amounts paid on the shares during any portions of the period in respect of which the dividend is paid but, if any share is issued on terms providing that it ranks for dividend as from a particular date, the share shall rank for dividend accordingly.
- 3.4.3 The Directors may pay such interim dividends as appear to them to be justified by the profits of the Company.
- 3.4.4 The board may, with the authority of an ordinary resolution of the Company, offer any holders of any particular class of shares the right to elect to receive further shares (whether or not of that class), credited as fully paid instead of cash in respect of all (or some part) of any dividend specified by the ordinary resolution (a scrip dividend) in accordance with the following provisions of the New Articles.
- 3.4.5 Dividends unclaimed for 12 years after the date they were declared or they become due for payment shall, unless the Directors otherwise so resolve, be forfeited and revert to the Company.
- 3.4.6 The Company may, upon the recommendation of the board, by ordinary resolution direct that payment of a dividend may be satisfied wholly or in part by the distribution of specific assets (and in particular of paid up shares or debentures of any other company).

3.5 Transfer of Shares

3.5.1 Subject to the New Articles, each member may transfer all or any of his shares in any manner which is permitted by the Statutes and is from time to time approved by the board.

3.5.2 The board may, in its absolute discretion and without giving any reason for its decision, refuse to register:

- (i) any transfer of an uncertificated share where permitted by the Statutes; and
- (ii) any transfer of a certificated share which is not a fully paid share; and
- (iii) any transfer of a share on which the Company has a lien,

provided that, in the case of any class of shares which is listed on the London Stock Exchange, the refusal does not prevent dealings in those shares from taking place on an open and proper basis.

3.5.3 The board may, in its absolute discretion and without assigning any reason for its decision, decline to register the transfer of a certificated share unless the instrument of transfer:

- (i) is in respect of only one class of share;
- (ii) is duly stamped, or adjudged or certified as not chargeable to stamp duty, and is deposited at the office, or at such other place as the board may from time to time determine; and
- (iii) (except where the shares are registered in the name of a market nominee and no certificate has been issued for them) is accompanied by the relevant share certificate(s) and such other evidence as the board may reasonably require to show the right of the transferor to make the transfer (and, if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do).

3.5.4 If the board refuses to register a transfer of a share, it shall send the transferee notice of its refusal within two months after the date on which the instrument of transfer was lodged with the Company or the operator-instruction was received, as the case may be.

3.6 Share Capital and Changes in Capital

3.6.1 The Company may from time to time by ordinary resolution increase its capital by such sum to be divided into shares of such amounts as the resolution shall prescribe.

3.6.2 Unless the Company by ordinary resolution at the general meeting at which the capital is increased otherwise directs, any new shares proposed to be issued shall be offered in the first instance in accordance with section 89 of the Act (save to the extent disappplied from time to time by special

resolution) to all shareholders for the time being, on the same or on more favourable terms than those offered or to be offered to persons other than shareholders, in proportion to the number of shares of the shares of the same class held by them.

- 3.6.3 The new shares shall be subject to the provisions of the Statutes and of the New Articles with reference to payment of calls, lien, transfer, transmission, forfeiture and otherwise.
- 3.6.4 The Company may by ordinary resolution consolidate and divide all or any of its shares into shares of a larger amount, cancel any shares which, at the date of the passing of the resolution, have not been taken, or agreed to be taken, by any person, subdivide its shares or any of such shares into shares of smaller amount than is fixed by the memorandum of association and the New Articles.
- 3.6.5 If as a result of a consolidation or sub-division of shares any members would be become entitled to fractions of a share, the board may on behalf of those members deal with the fractions as they think fit.
- 3.6.6 Subject to the Statutes and any rights attached to any class of shares, the Company may purchase any of its own shares (including any redeemable shares) or any Deferred Shares.
- 3.6.7 Subject to the Statutes and to any rights attached to any class of shares, the Company may by special resolution reduce its share capital or any capital redemption reserve, share premium account or other undistributable reserve in any manner.
- 3.6.8 Subject to the Statutes, the board may permit any class or classes of shares to be held and transferred in uncertificated form by means of a relevant system and may determine that any class of shares shall cease to be held and transferred in this way.

3.7 Modification of Rights

- 3.7.1 Subject to provisions relating to the Deferred Shares, whenever the share capital of the Company is divided into different classes of shares, all or any of the rights attached to any class may, subject to the provisions the Statutes, be varied or abrogated in such manner as those rights may provide for or (if no such provision is made) either with:
 - (i) the consent of the holders of not less than three-quarters in nominal value of the issued shares of that class and such consent shall be by one or more instruments; or
 - (ii) with the authority of a special resolution passed at a separate meeting of the holders of the shares of the class,

(but not otherwise) and may be so varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up.

- 3.7.2 Paragraph 4.9.1 above shall apply to the variation or abrogation of the special rights attached to some only of the shares of any class as if the shares concerned and the remaining shares of such class formed separate classes.
- 3.7.3 Unless otherwise expressly provided by the rights attached to any class of shares those rights shall not be deemed to be varied by the creation or issue of further shares ranking equally with, or behind, that class of shares or by the purchase or redemption by the Company of any of its own shares.
- 3.7.4 Subject to the provisions of the Act and the New Articles and without prejudice to any rights attaching to any existing shares, the Company may issue shares with any preferred, deferred or special rights or restrictions whether in regard to dividends, voting, transfer, return of capital or otherwise. The rights and restrictions must either be approved by an ordinary resolution of the members or be determined by the board.
- 3.7.5 Subject to the provisions of the Act and the New Articles and without prejudice to any rights attaching to any existing shares, the Company may issue shares which are required by their terms to be redeemed and shares which may be redeemed at the option of the Company or of the relevant member.

3.8 General Meetings of the Company

- 3.8.1 The board shall convene and the Company shall hold annual general meetings in accordance with the Statutes.
- 3.8.2 All other general meetings shall be called general meetings. The board may convene a general meeting whenever it thinks fit. A general meeting shall also be convened by the board on a requisition by members in accordance with the Statutes, or in default may be convened by such requisitionists in accordance with the Statutes. A meeting may also be called in accordance with other provisions of the New Articles.
- 3.8.3 Notice of a general meeting shall be given to all members (other than any who, under the New Articles or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company), and to each of the directors and to the auditors. An annual general meeting shall be called by not less than 21 days' notice, and a general meeting by 14 days' notice provided that a general meeting, notwithstanding that it has been called by shorter notice than that specified above, shall be deemed to have been duly called if it is so agreed:
 - (i) in the case of an annual general meeting, by all the members entitled to attend and vote at that meeting; and

- (ii) in the case of a general meeting, by a majority in number of the members having a right to attend and vote at that meeting, being a majority together holding not less than 95 per cent. in nominal value of the shares giving that right.

3.8.4 Every notice calling a general meeting shall specify the place (or places, such as may be the case), day and time of the meeting and there shall appear with reasonable prominence in every such notice a statement that a member entitled to attend and vote is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him and that a proxy need not be a member of the Company. The notice shall specify the general nature of the business to be transacted at the meeting, and if any resolution is to be proposed as a special resolution, the notice shall contain a statement to that effect. In the case of an annual general meeting, the notice shall also specify the meeting as such.

3.9 Borrowing Powers

3.9.1 The board may exercise all the powers of the Company to borrow money and to mortgage or charge all or any part of its undertaking, property, assets (present and future) and uncalled capital and, subject to an in accordance with the Act, to issue debentures and other securities, whether outright or as collateral security for any guarantee, debt, liability or obligation of the Company or any third party.

3.9.2 The board shall restrict the borrowings of the Company and exercise all voting and other rights or powers of control exercisable by the Company in relation to its subsidiary undertakings to secure that the aggregate principal amount of all borrowings by the Company outstanding at any time shall not without the previous sanction of an ordinary resolution of the Company exceed an amount equal to four times its adjusted capital and reserves (as defined in the relevant Article).

4. THE DIRECTORS

4.1 Details of the Directors' service contracts can be found in the Company's 2007 Annual Report which is available at www.servicepower.com. Brief biographies of each Director are also available at the Company's website.

4.2 Mark Duffin entered into a service agreement with the Company dated 7 November 2007 and has been appointed the Chief Executive Officer of the Company. The scope of his employment is to perform such duties and exercise such powers consistent with his position or assigned to him by the Board. The agreement is terminable by the Company on summary notice following any one a series of detailed events. The agreement contains post-termination restrictive covenants which prevent Mr Duffin from disclosing any confidential information of the Company to a third party, limit his ability to become involved with a substantially similar company, limit his ability to undertake work which is substantially similar to that provided to certain clients, limit his ability to solicit work from clients, engage suppliers or employees, or use any copyright or similar rights of the Company.

- 4.3 The directorships and partnerships of the Directors, other than of the Company and its subsidiaries and associated companies, held at present and within the five years preceding the date of the Announcement are as follows:

Name	Current Directorships and Partnerships	Past Directorships and Partnerships
Mark Duffin	None	Enviro-Fresh Limited Appian Technologies (UK) Limited Appian Technology plc Messenger Vehicle Identification Systems Limited MVI Systems Limited Resero Technology Systems Limited
Lindsay Bury	Fauna & Flora International Electric & General Investment Trust plc Bango plc Global Canopy Foundation Bury Fitzwilliam-Lay & Partners LLP	The Sage Group plc The South Staffordshire Group Casewise Systems Limited
Hugh Fitzwilliam-Lay	Smartlogic Holdings Limited Smartlogic Semaphore Limited Bury Fitzwilliam-Lay & Partners LLP Cyden Limited Venrex I LLP	None
Barry Welck	Bow Finance Limited NSC Pharma Limited New Era Management Limited New Era Investments Limited Stilo Technology Limited Stilo International Plc Langdon Community Old Market Way Limited Target Human Performance Limited D R Studios Limited Deep Red Games Limited	Totalace Limited Bow Property Finance Limited Colmore Birmingham Limited

- 4.4 Save as Disclosed in paragraph 4.5, 4.6, 4.7 and 4.8 below, none of the Directors:
- (a) has any unspent convictions in relation to indictable offences; or
 - (b) has been bankrupt or the subject of an individual voluntary arrangement, or has had a receiver appointed to the assets of such director; or
 - (c) has been a director of any company which, while he was a director or within 12 months after he ceased to be a director, had a receiver appointed or went into compulsory liquidation, creditors voluntary liquidation, administration or company voluntary arrangement, or made any composition or arrangement with its creditors generally or with any class of its creditors; or
 - (d) has been a partner of any partnership which, while he was a partner or within 12 months after he ceased to be a partner, went into compulsory liquidation, administration or partnership voluntary arrangement, or had a receiver appointed to any partnership asset; or
 - (e) has had any public criticism by statutory or regulatory authorities (including recognised professional bodies); or
 - (f) has been disqualified by a court from acting as a director of a company or from acting in the management or conduct of the affairs of any company; or
- 4.5 Deep Red Games Limited, a company incorporated in England and Wales with company number 3518725, of which Barry Welck is a director, went into a creditor's voluntary liquidation on 5 February 2008, and is still in liquidation.
- 4.6 NSC Pharma Limited, a company incorporated in England and Wales with company number 3489820, of which Barry Welck is a director, was due to be dissolved on the 21 June 2008, following compulsory liquidation. A Notice of Final Meeting of Creditors was filed on 14 March 2008.
- 4.7 Sapphire International Limited, a company incorporated in England and Wales with company number 3076156, of which Lindsay Bury is a director, went into an insolvent creditor's voluntary liquidation on 20 April 2005, and is still in liquidation.
- 4.8 Allied Crisis Management Limited, a company incorporated in England and Wales with company number 4592874, of which Hugh Fitzwilliam-Lay was a director at the relevant time, went into a creditor's voluntary liquidation on 3 November 2005 and was due to be dissolved on 8 December 2007.
- 4.9 Details of the interests of the Directors in the share capital of the Company are set out in the Annual Report and Accounts for the year ended 31 December 2007 and no other interests have been granted to the Directors since that date.
- 4.10 None of the Directors or any person connected with them (within the meaning of section 252 of the Companies Act 2006) is interested in any related financial product referenced to the Ordinary Shares (being a financial product whose value is, in whole or in part, determined directly or indirectly by reference to the price of the Ordinary Shares including a contract for difference or a fixed odds bet).

5. MAJOR SHAREHOLDERS

- 5.1 Save as Disclosed on the Company's website at www.servicepower.com, and disregarding any New Ordinary Shares to be issued on Admission in connection to the proposed Placing, the Directors are not aware of any interest of 3 per cent. or more in the Company's ordinary share capital or of any persons, directly or indirectly, jointly or severally, who exercise or could exercise control over the Company.
- 5.2 All major shareholders have the same voting rights as other holders of ordinary shares.
- 5.3 As far as the Directors are aware, as at 28 August 2008 (being the latest practicable date prior to publication of this Appendix), there are no arrangements the operation of which may at a subsequent date result in a change of control of the issuer.

6. SHARE OPTIONS

- 6.1 The Company operates the ServicePower Technologies (Approved) 2000 Share Option Scheme and the ServicePower Technologies (Unapproved) 2000 Share Option Scheme, details of which are set out in the Annual Report and Accounts to the year ended 31 December 2007.
- 6.2 Movements in share options since 31 December 2007 are summarised as follows:

	Number of share options
Outstanding at beginning of period (31 December 2007)	7,297,466
Granted during the period	507,625
Forfeited during the period	(112,065)
Exercised during the period	-
Outstanding at the end of the period	7,693,026
Exercisable at the end of the period	7,309,459

- 6.3 As at 27 August 2008 being the latest practicable date prior to the publication of this document, the following share options were outstanding in respect of the ordinary shares:

	Year of Grant	Number of Shares	Ranges of dates exercisable	Exercise price per share
Approved share option scheme	2001	32,602	September 2004 - December 2011	23.5p
Unapproved share option scheme	2001	8,820	December 2004 - December 2011	23.5p
Unapproved share option scheme	2002	640,350	May 2003 - May 2012	10p
Approved share option scheme	2003	342,757	May 2006 - May 2013	12.5p
Unapproved share option scheme	2003	1,394,716	May 2006 - May 2013	10p

Approved share option scheme	2003	25,800	January 2006 - May 2013	10p - 27.5p
Unapproved share option scheme	2003	20,000	January 2006 - January 2013	10p
Approved share option scheme	2004	156,536	January 2007 - November 2014	30.5p - 50p
Unapproved share option scheme	2004	844,692	March 2005 - July 2016	26.5p - 44.5p
Approved share option scheme	2005	52,875	January 2008 - April 2015	28.5p - 34p
Unapproved share option scheme	2005	381,625	January 2007 - August 2014	25.5p - 40p
Approved share option scheme	2006	72,567	January 2009 - September 2016	22p - 34p
Unapproved share option scheme	2006	224,125	January 2008 - May 2015	22.5p - 34p
Unapproved share option scheme	2007	100,000	September 2008 - September 2017	13p
Unapproved share option scheme	2007	660,000	Exercisable on reaching target share price	32p
Unapproved share option scheme	2007	1,000,000	Exercisable on reaching target share price	50p
Unapproved share option scheme	2007	1,340,000	Exercisable on reaching target share price	80p
Unapproved share option scheme	2008	150,000	Exercisable on reaching target share price	32p
Unapproved share option scheme	2008	150,000	Exercisable on reaching target share price	50p
Unapproved share option scheme	2008	200,000	Exercisable on reaching target share price	80p
Unapproved share option scheme	2008	7,625	October 2008 - October 2012	12.75p

7. PRINCIPAL INVESTMENTS, INVESTMENTS IN PROGRESS AND FUTURE INVESTMENTS

- 7.1 The Company's principal investments for each financial year for the period covered by the historical financial information, save as disclosed, are set out in the Annual Report and Accounts for each such year and no principal investments have been entered into since 31 December 2007, being the date of its most recent Annual Report and Accounts.
- 7.2 Save as Disclosed, there are no principal investments that are in progress and there are no principal future investments on which its Directors have already made firm commitments.

8. EMPLOYEES

As at 27 August 2008 (being the latest practicable date prior to the publication of this document), the number of employees employed by the Group (including executive directors) was:

TOTAL OPERATIONS	Number	UK	US
Sales and marketing	15.5	4.5	11
Development	33	19	14
Support and implementation	26.5	9.5	17
Operation and administration	63.5	14.5	49
Total	138.5	47.5	91

9. RELATED PARTY TRANSACTIONS

- 9.1 The Company has not entered into any related party transactions (with the meaning of Regulations (EC) No 1606/2002) since 31 December 2007.

10. LEGAL AND ARBITRATION PROCEEDINGS

- 10.1 Neither the Company nor any other member of the Group is or has been involved in any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Company is aware) during the 12 months preceding the date of this document which may have or have had in the recent past significant effects on the financial position or profitability of the Company or the Group.

11. RISK FACTORS

Investment in the New Ordinary Shares should be regarded as a highly speculative investment and an investment in the New Ordinary Shares should only be made by those with the necessary expertise to evaluate the investment. The following risks should be considered carefully by prospective investors before acquiring New Ordinary Shares. If any of the following risks actually occur, the Group's business, financial conditions, results or future operations could be materially affected. In such circumstances, the price of the Company's shares could decline and investors could lose all or part of their investment. Additional risks and uncertainties not currently known to the Directors may also have an adverse effect on the Group's business. The information set out below does not constitute an exhaustive summary of the risks affecting the Group and is not set out in any order of priority.

Risks relating to the Group

Historic Losses

The Company has historically experienced operating losses. Although the Company announced its first profit in the second half of 2007, certain divisions continue to be loss making and there can be no assurance that the Company will earn significant revenues or continue to achieve profitability which could impair the Company's ability to sustain operations or obtain any additional funds it may require in the long term. This could result in investors losing all or a part of their investment in New Ordinary Shares. Prospective investors should note that the risk highlighted in this paragraph is considered to be a medium to long term risk and is not designed or intended to qualify the Company's working capital statement.

Rapidly Changing Technologies

The markets for the Company's products and the products themselves are characterised by rapidly developing technologies, the increasingly sophisticated needs of customers and evolving industry standards. The Company's future performance will depend upon its ability to address the increasingly sophisticated needs of its customers and potential customers by enhancing its products and by developing, introducing and integrating on a timely new basis new technologies and products that are compatible with evolving industry standards and are responsive to evolving end-user requirements.

Attraction and retention of key employees

The Company's future success is substantially dependent on the continued services and performance of its executive directors, senior management and other key personnel and its ability to continue to attract and retain highly skilled and qualified personnel. The Directors cannot give assurances that members of the senior management team and the Directors will continue to remain with the Group. The loss of the services of the Directors, members of senior management and other key employees could damage the Group's business. Equally, the ability to attract new employees with appropriate experience and skills cannot be guaranteed.

Overseas trading

The Group has significant operations in North America. As such, the Group's operating profitability could be negatively impacted by fluctuations in the rate of exchange between the pound sterling and the US dollar. The risk has been alleviated somewhat by matching revenues and costs in the two currencies. Foreign revenues and costs may also be subject to special risks that may disrupt markets, including the risk of war, terrorism, civil disturbances, embargo and government activities. As the Group moves into profitability it will look to currency hedging activities such as forward contracts.

Competition

Whilst the Directors believe that SERVICEPower currently offers a "best of breed" product, there is still the potential for competitors to move into this market and there is no assurance that the Group will be able to compete if this occurs.

Key customers

The Group's future performance will depend on its ability to retain its existing key customers, the loss of which could directly affect future revenues. In particular, over half of US field service sales have historically been reliant upon one key customer and whilst new customer relationships have been developed, the success of the Company will depend on its ability to maintain and grow its existing customer relationships, as well as initiate and develop new markets and commercial relationships.

General risks

Legislation and compliance

This document has been prepared on the basis of current legislation, regulation, rules and practice and the Directors' interpretation thereof. Such interpretation may not be correct and it is always possible that legislation, regulation, rules and practice may change. Any changes in legislation, and in particular any changes to bases of taxation, tax relief and rates of tax may affect the availability of any tax relief received.

Trading market for the New Ordinary Shares

The market price of the New Ordinary Shares may be subject to fluctuations in response to many factors, including variations in the operating results of the Group, divergence in financial results from analysts' expectations, changes in earnings estimates by stock market analysts, general economic conditions, legislative changes in the Group's sector and other events and factors outside the Group's control. In addition, stock markets have from time to time experienced extreme price and volume fluctuations, which, as well as general economic and political conditions, could adversely affect the market price for the New Ordinary Shares.

Investment risk and AIM

The New Ordinary Shares will be admitted to trading on AIM rather than the Official List. The rules of AIM are less demanding than those of the Official List and an investment in shares on AIM may carry a higher risk than an investment in shares quoted on the Official List. Investors should be aware that the value of the New Ordinary Shares may be volatile and may go down as well as up and investors may therefore not recover their original investment. The market price of the New Ordinary Shares may not reflect the underlying value of the Group's net assets. The price at which investors may dispose of their shares in the Company may be influenced by a number of factors, some of which may pertain to the Group, and others of which are extraneous. On any disposal, investors may realise less than the original amount invested. Admission to AIM should not be taken as implying that there will be a liquid market for the New Ordinary Shares. It may be more difficult for an investor to realise their investment in the Company than in a company whose shares are quoted on the Official List.

Market Perception

Market perception of the Group may change for a number of reasons, potentially affecting the value of investors' holdings and the ability of the Company to raise further funds by the issue

of further New Ordinary Shares or otherwise. Some of the reasons affecting the market perception of the Group may be outside the control of the Company and the Directors.

Additional capital and dilution

The Directors anticipate that the Group may require additional capital in the future in order to develop products and services. If the Group fails to generate sufficient cash through the provision of its services, then the Company may need to raise additional capital from equity or debt sources to fund any such expansion or development. If the Company is unable to obtain this financing on terms acceptable to it then it may be forced to curtail its planned development. If additional funds are raised through the issuance of new equity or equity-linked securities of the Company other than on a pro rata basis to existing Shareholders, the percentage ownership of shareholders may be reduced. Shareholders may experience subsequent dilution and/or such securities may have preferred rights, options and pre-emption rights senior to the Ordinary Shares. There can be no guarantee that any further capital raisings will be successful.

Dividends

There can be no assurance as to the level of any future dividends. The declaration, payment and amount of any future dividends of the Company are subject to the discretion of the shareholders or, in the case of interim dividends, to the discretion of the Directors of the Company at the time in question, and will depend upon, among other things, the Group's earnings, financial position, cash requirements, availability of profits, as well as provisions for relevant laws or generally accepted accounting principles from time to time.

12. MATERIAL CONTRACTS

The following contracts (not being contracts entered into in the ordinary course of business) have been entered into by the Company or its subsidiaries (a) in the two years immediately preceding the date of this document and are, or may be, material or (b) contain provisions under which the Company or any of its subsidiaries has any obligation or entitlement which is material to the Company or its subsidiaries as at the date of this document:

- 12.1 Placing and Underwriting Agreement 2008 – the Company entered into a placing and underwriting agreement dated 30 July 2008 between (1) the Company and (2) KBC Peel Hunt Ltd. Under the Placing and Underwriting Agreement, KBC agreed, as agent for the Company, to use its reasonable endeavours to procure subscribers for 100,000,000 New Ordinary Shares at the issue price failing which it would subscribe as principal for any ordinary shares for which it had not procured placees at the Issue Price. Under the Placing and Underwriting Agreement the Company agreed, on the terms and subject to the conditions of the placing agreement, to pay to KBC a corporate finance fee and a commission of 5% of the proceeds of the placing of shares to placees introduced by KBC together with the costs and expenses of the placing including applicable VAT. The Placing and Underwriting Agreement is conditional upon, *inter alia*, the resolutions set out in the Circular being passed and Admission occurring on or before 23 September 2008 (or such later date as KBC and the Company may agree, not being later than 3 October 2008). The Placing and Underwriting Agreement contains certain warranties and an indemnity in favour of KBC which are standard for this type of agreement.

- 12.2 Facility Agreement 2008 – the Company entered into a convertible loan facility agreement dated 6 June 2008 between (1) the Company, (2) Herald Ventures II Limited Partnership, Herald Investment Trust plc, BFL&P LLP and the Alphagen Volantis Fund Limited (together, the “Lenders”) and (3) Herald Ventures II Limited Partnership as Security Trustee. The agreement related to a £1 million convertible loan facility to be used for the working capital needs of the Company (the “Facility”). Interest accrues at a rate of 8% per annum, compounded every 6 months. The Facility is secured over the Company’s assets in priority to any other charge that ServicePower currently has or grants in the future. The Facility is repayable upon the earlier of 31 December 2008 or in certain other default circumstances. If Shareholders approve the resolutions set out in the Circular and the Placing is completed, the Facility will become repayable at the Company’s election to the Lenders either through: the issuance of a convertible loan note to the Lenders which will give the Lenders the right to convert the loan into New Ordinary Shares at the lower of 5p per New Ordinary Share or the Issue Price. The rate of interest on the convertible would be 8% per annum, compounded every 6 months. In the alternative, repayment would be effected by the issuance of New Ordinary Shares at the lower of 4 per New Ordinary Share or a 20% discount to the Issue Price. If Shareholders do not approve the resolutions set out in the Circular, the Facility will become immediately repayable in full, including accrued interest, and a 200% premium on the total outstanding monies will become payable by the Company to the Lenders.

13. TAXATION IMPLICATIONS FOR UK RESIDENTS INVESTING IN THE COMPANY

General

The statements below are general in character, are intended only as a general guide to certain aspects of current law and HM Revenue & Customs practice and assume that the proposed legislation contained in the Finance Bill published on 27 March 2008 will be enacted without any relevant amendments being made. They apply to Shareholders who are resident in the UK for tax purposes and who hold shares as investments and may not apply to certain classes of taxpayers (such as dealers in securities). Prospective purchasers of New Ordinary Shares, and in particular those who are subject to taxation in a jurisdiction other than in the UK, are strongly advised to consult their own professional advisers.

Existing Shareholders should refer to the Circular for guidance on the taxation implications specific to the Company’s Delisting and Admission.

Dividend Income

No tax will be withheld from dividend payments by the Company.

An individual Shareholder in the Company who is resident in the UK for tax purposes will be entitled to a tax credit in respect of any dividend received from the Company and will be taxable on the aggregate of the net dividend and the tax credit ('the gross dividend'). The value of the tax credit is currently one ninth of the net dividend (or 10 per cent. of the gross dividend). The gross dividend is treated as the top slice of such individual's income. In the case of a UK resident individual Shareholder who is only liable to income tax at the basic rate, the tax credit will discharge his or her tax liability in respect of the gross dividend and there will be no further tax to pay and no right to claim any repayment of the tax credit from HM Revenue & Customs. In the case of a UK tax resident individual Shareholder of the Company who is liable to income tax at the higher rate (currently 40 per cent.) and tax on dividends at the rate applicable to dividends (currently 32.5 per cent.), the tax credit will be set against his or her tax liability in respect of the gross dividend and, accordingly, he or she will have to pay additional tax at a rate of 22.5 per cent. of the gross dividend (or 25% of the net dividend received).

UK resident individuals, pension funds and charities are not entitled to reclaim the tax credit on dividends paid by the Company.

A non-UK tax resident Shareholder of the Company is not generally entitled to the benefit of payment of the tax credit from HM Revenue & Customs in respect of any dividend received. An entitlement to the payment of the tax credit may, however, be available in whole or in part if there is an appropriate provision granting the entitlement under any applicable double tax treaty between the UK and the country in which the Shareholder is resident for tax purposes. However, the amount payable under any such double tax treaty (if anything) will generally be less than 1 per cent. of the dividend to which it relates.

Subject to certain exceptions, a Corporate Shareholder which is resident for tax purposes in the UK and which is not a dealer in securities will not normally be liable to UK Corporation tax on any dividends received, but cannot claim repayment of tax credit.

A Shareholder who is not resident in the UK (for tax purposes) should consult his or her own tax adviser concerning his or her liabilities on dividends received, his or her entitlement to reclaim any part of the tax credit and, if he or she is so entitled, the procedure for doing so. A Shareholder resident outside the UK may also be subject to foreign taxation on dividend income under local law.

Capital gains

An individual Shareholder who is resident or ordinarily resident in the UK in the relevant year of assessment, or who carries on a trade, profession or vocation in the UK to which the New Ordinary Shares are attributable, may be subject to UK taxation on capital gains in respect of a disposal of New Ordinary Shares. For individual shareholders the 2008 Finance Bill makes provision for individuals to be subject to capital gains tax at a flat rate of 18 per cent. To the extent that a gain on the disposal of New Ordinary Shares, together with other gains less allowable losses in the fiscal year, exceeds the annual exempt amount which for less allowable losses in a fiscal year 2008/9 is set to be £9,600, individuals will be taxable at a flat rate of 18 per cent.

Individual Shareholders who are neither resident nor ordinarily resident in the UK will not be subject to UK capital gains tax in respect of gains arising on disposals of their shareholding. However, a Shareholder who has previously been resident or ordinarily resident in the UK may in some cases be subject to UK tax on capital gains in respect of a disposal of New Ordinary Shares in the event that they re-establish residence in the UK. Broadly this is generally the case if the individual becomes resident and/or ordinarily resident in the UK less than five years after becoming non-resident and makes the disposal during that period.

Subject to certain exceptions, a Shareholder which is a company resident for tax purposes in the UK, or holds shares through a permanent establishment in the UK, may be subject to UK tax on capital gains in respect of a disposal of New Ordinary Shares. A corporation is not entitled to an annual exempt amount and a chargeable gain derived by a corporate shareholder is included in the charge to corporation tax at the applicable rate applying to the Company.

A Shareholder which is a company not resident in the UK for tax purposes will have no UK liability to tax on capital gains in respect of a disposal of New Ordinary Shares, though may be subject to foreign tax on the capital gain under local law.

Inheritance tax

The New Ordinary Shares are UK-situated assets for the purposes of UK inheritance tax. A gift of such shares by, or on the death of, an individual Shareholder may (subject to certain exemptions and reliefs) give rise to a liability to UK inheritance tax even if the Shareholder is neither domiciled nor deemed to be domiciled in the UK for tax purposes.

Stamp duty and stamp duty reserve tax (“SDRT”)

The statements below are intended as a general guide to the current position. They do not apply to certain intermediaries who are not liable to stamp duty or SDRT or to persons connected with depositary arrangements or clearance services who may be liable at higher rates.

The Directors have been advised in relation to stamp duty and stamp duty reserve tax that no liability to stamp duty or SDRT arises on the allotment of the New Ordinary Shares by the Company. The registration of and the issue of definitive share certificates to placees or the first registration of New Ordinary Shares in the name of a member of CREST will not give rise to any liability to stamp duty or SDRT.

Any subsequent conveyance or transfer on sale of New Ordinary Shares will usually be subject to stamp duty at the rate of 0.5 per cent. of the amount or value of the consideration. A charge to SDRT at the rate of 0.5 per cent. of the amount or value of the consideration will also arise on an unconditional agreement to transfer such shares, although that liability including any interest (but not penalties) will be cancelled and any SDRT already paid will be repaid if, within six years of the SDRT liability arising, a transfer is executed pursuant to the agreement and stamp duty is paid on that transfer.

Where New Ordinary Shares are held in uncertificated form within CREST, a transfer of shares through CREST will generally be subject to SDRT at the rate of 0.5 per cent of the value of the consideration given. Special rules apply in connection with clearance services and depository receipts systems.

It is the responsibility of all persons to satisfy themselves of the particular taxation treatment that applies to them by consulting their own professional tax advisers before investing in shares. Taxation consequences will depend on particular circumstances.

Neither the Company nor any of its officers, employees, agents and advisers accept any liability or responsibility in respect of taxation consequences connected with an investment in shares in the Company.

14. GENERAL

14.1 No person (excluding professional advisers otherwise disclosed in this document and trade suppliers) has received, directly or indirectly, from the Company within the 12 months preceding the date of application for Admission or entered into contractual arrangements (not otherwise disclosed in this document) to receive, directly or indirectly, from the Company on or after Admission any of the following:

- (a) fees totalling £10,000 or more;
- (b) securities in the Company with a value of £10,000 or more calculated by reference to the Placing Price; or
- (c) any other benefit with a value of £10,000 or more at the date of Admission.

14.2 Save as Disclosed, the Directors believe that there are no trade marks, patents, licences or contracts relating to intellectual property, industrial, commercial or financial contracts or new manufacturing processes which are of fundamental importance to the Company's business or profitability.

14.3 Save as Disclosed, there are no environmental issues that may affect the issuer's utilisation of its fixed assets.

DATED 28 AUGUST 2008

15. DEFINITIONS

In this document, where the context permits or unless otherwise stated, the definitions set out below shall apply:

Annual Report and Accounts	the Company's annual report and audited accounts covering the latest 3 financial years of the Company (or any such year as the context requires) as available on the Company's website at www.servicepower.com
Act	the Companies Act 1985 as amended, to the extent applicable, by the Companies Act 2006
Admission	the proposed admission of the New Ordinary Shares to trading to AIM
AIM	the AIM market of the London Stock Exchange plc
AIM Rules for Companies	AIM Rules for Companies published by the London Stock Exchange plc from time to time
AIM Rules for Nominated Advisers	AIM Rules for Nominated Advisers published by the London Stock Exchange plc from time to time
AIM Rules	AIM Rules for Companies and the AIM Rules for Nominated Advisers
Announcement	the Appendix and the Announcement Form together
Announcement Form	the Company's pre-admission announcement as required pursuant to Rule 2 of the AIM Rules
Appendix	this appendix required pursuant to paragraph (k) of schedule one of the AIM Rules for Companies
Capital Reorganisation	the proposed reorganisation of the share capital of the Company to take effect on Admission as described in the Circular
Circular	the circular dated 30 July 2008 convening an extraordinary resolution of the Company to

	approve, <i>inter alia</i> , the delisting from the main market of the London Stock Exchange plc, the Capital Reorganisation and certain approvals necessary for the Placing, a copy of which is available at the Company's website at www.servicepower.com
Company	ServicePower Technologies plc
Delisting	the proposed delisting of the Company's issued share capital from the Official List of the UK Listing Authority
Directors	the directors of the Company, whose names appear on the Company's website at www.servicepower.com
Deferred Shares	the deferred shares of 1p each in the capital of the Company following the Capital Reorganisation
Disclosed	information available to the public via the Company's website, previous announcements released on a Regulatory Information Service approved by the London Stock Exchange plc or set out in this Appendix
Existing Ordinary Shares	the 89,264,299 existing issued ordinary shares of 10p each in the capital of the Company as at the date of the Circular
Group	the Company and its subsidiaries as at the date of this Appendix
Issue Price	5 pence per Placing Share
KBC	KBC Peel Hunt Ltd
New Articles	the new articles of association to be adopted on Admission
New Ordinary Shares	ordinary shares of 1p each in the capital of the Company following the Capital Reorganisation
Placing	the proposed placing by KBC Peel Hunt Ltd of the Placing Shares on behalf of the Company at the Issue Price on the terms of the Placing and Underwriting Agreement

Placing Shares	the 100,000,000 New Ordinary Shares to be allotted pursuant to the Placing
Placing and Underwriting Agreement	the conditional placing and underwriting agreement dated 30 July 2008 between the Company and KBC Peel Hunt Ltd relating to the Placing
Shareholders	beneficial owners of New Ordinary Shares or Existing Ordinary Shares, as the context requires
SDRT	Stamp duty and stamp duty reserve tax