THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to what action you should take, you should consult a person authorised under the Financial Services and Markets Act 2000 ("FSMA") who specialises in advising upon investments in shares and other securities before taking any action.

If you have sold or transferred all of your ordinary shares of one pence each in the capital of Serviced Office Group plc ("Company") ("Ordinary Shares"), please forward this document and the accompanying form of proxy (the "Form of Proxy") as soon as possible 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.

The Company and the directors, whose names appear on page 2 of this document (the "Directors"), accept responsibility for the information contained herein and compliance with the AIM Rules for Companies (the "AIM Rules"). To the best of the knowledge of the Company and the Directors (who have taken all reasonable care to ensure that such is the case), such information is in accordance with the facts and does not omit anything likely to affect the import of such information.

Serviced Office Group plc

(Incorporated and registered in England and Wales with registered number 04031883)

Proposed acquisition of Bourne Financial Limited Approval of a substantial property transaction Issue of 33,333,333 Ordinary Shares at a price of 3 pence per share

Notice of General Meeting

You are recommended to read the whole of this document but your attention is drawn, in particular, to the letter to shareholders from the Directors of the Company which is set out on page 2 of this document. This letter explains the proposals and contains a recommendation that you vote in favour of the resolutions to be proposed at a general meeting of the Company's shareholders.

Notice convening a general meeting of the Company (the "General Meeting") to be held at Fleet House, 8-12 New Bridge Street, London EC4V 6AL on 10 November 2010 at 11.00 a.m. is set out at the end of this document. Shareholders will find enclosed a Form of Proxy for use at the General Meeting. To be valid, the accompanying Form of Proxy for use at the meeting should be completed, signed and returned to PROXIES, Fleet House, 8-12 New Bridge Street, London EC4V 6AL, by post, or by hand, as soon as possible and, in any event, by not later than 11.00 a.m. on 8 November 2010. The completion and depositing of a Form of Proxy will not preclude you from attending and voting in person at the General Meeting should you wish to do so.

Serviced Office Group plc

(Incorporated and registered in England and Wales with registered number 04031883)

Directors:
Michael Kingshott (Chairman)
Elizabeth Scannell (Finance Director)
Andrew Bourne (Executive Director)
Peter Duffy (Non-Executive Director)

Registered and Head Office:
Fleet House
8-12 New Bridge Street
London EC4V 6AL

18 October 2010

To shareholders and, for information only, to holders of options over Ordinary Shares of 1 pence each

Proposed acquisition of Bourne Financial Limited Approval of a substantial property transaction Issue of 33,333,333 Ordinary Shares at a price of 3 pence per share Notice of General Meeting

Dear shareholder,

Introduction and summary

The Company announced on 15 October 2010 that it had conditionally raised £1.0 million, before expenses, through a placing of 33,333,333 Ordinary Shares of 1 pence each (the "**Placing Shares**") in the capital of the Company at a price of 3 pence per Ordinary Share (the "**Placing**").

The Placing is conditional, inter alia, upon the Company's shareholders granting the board of Directors of the Company (the "**Board**") authority to issue and allot the Placing Shares, the waiver of pre-emption rights in respect of the issue of the Placing Shares and the admission of the Placing Shares to trading on the AIM market of the London Stock Exchange ("**AIM**") ("**Admission**").

The Company also announced on 15 October 2010 that it had entered into a conditional share purchase agreement to purchase the entire issued share capital of Bourne Financial Limited ("BFL") (the "Acquisition").

The Acquisition is conditional, inter alia, on the Company's shareholders approving the terms of the Acquisition as a substantial property transaction pursuant to section 190 of the UK Companies Act 2006 (the "Approval"). The Approval is required as Andrew Bourne, a Director of the Company, is the owner of the entire issued share capital of BFL.

Background to and reasons for the Placing

As announced in the interim results of the Company on 29 July 2010, the Company has made significant progress with the opening of new buildings at Hanover Square, W1, and Wallington, the strengthening of its management team and development of a dedicated sales team. The addition of new buildings, management deals and the contribution of 100 per cent. of the old Consort joint-venture sites resulted in top-line revenue increasing by 41 per cent. compared to the same six month period last year. Like-for-like revenue also increased 23 per cent. in the same period. On 14 September 2010, the Company announced the opening of a new office at 1 Knightsbridge Green.

Whilst the Company has focussed on growing through the addition of new sites, this comes with associated costs and funding requirements. The £1,000,000 which (net of costs) will be available to the Company on completion of the Placing will enable the Board to continue the growth trajectory of the Company.

Details of the Placing

The Company has entered into a conditional subscription agreement (the "Subscription Agreement") with Daniel Taylor and Westchester Capital Limited (which Daniel Taylor is a director of) as general partner of Westchester Properties (SOG) Limited Partnership ("WCL" and together with Daniel Taylor the "Investors") and Michael Kingshott pursuant to which Daniel Taylor will subscribe for 6,000,000 Ordinary Shares and WCL will subscribe for 27,333,333 Ordinary Shares at 3 pence per Ordinary Share. Under the Subscription Agreement the Company has given normal commercial warranties, under which the Investors can make a claim for up to two years with an aggregate maximum claim of £1,000,000. WCL has undertaken to the Company not to dispose any of its Ordinary Shares for six months from Admission. The Subscription Agreement is conditional, inter alia, upon resolutions one and three being passed in the attached notice of the General Meeting.

Following Admission, the Company will have 152,029,164 Ordinary Shares in issue and a market capitalisation of £4,560,875 at the Placing Price. The Placing Shares will represent 21.9 per cent. of the issued Ordinary Share capital of the Company immediately following Admission. The Placing will raise approximately £930,000 for the Company, net of expenses. Application will be made to the London Stock Exchange for the Placing Shares to be admitted to trading on AIM and it is expected that Admission will occur on 11 November 2010.

Westchester Properties (SOG) Limited Partnership is a Guernsey registered limited partnership of which WCL is the general partner and Michael Zilkha is the limited partner.

Background to and reasons for the Acquisition

BFL will, at completion of the Acquisition, manage 350 workstations and therefore, following the Acquisition, the Company and its subsidiaries (the "Group") will hold a portfolio of 4,142 work stations.

The Acquisition will add to the Group specialist knowledge of the IT and communication requirements for financial institutions. The Group will be able to offer a complete start up solution for financial companies with a high level of security using infrastructure and services which have been approved by leading investment banks and fund administrators.

Amongst the range of services offered by BFL are on-site assistance with obtaining FSA authorisation and an ongoing regulatory compliance, direct links to all the major stock exchanges, on/off site data backup, voice recording, Bloomberg/Reuters, trading platforms, disaster recovery, dealer boards and cloud services. The Directors believe these services, along with the support services that the Group provides will attract traders, hedge funds and other financial institutions to its offices.

The Directors believe this represents a development in the Group's IT offering for financial institutions and the Group will be rolling out these new facilities where appropriate across the existing portfolio. In particular, focus will be on the Group's offices Canary Wharf, Knightsbridge and in the City of London.

Details of the Acquisition

The share purchase agreement for the Acquisition (the "SPA") sets out the terms of the conditional purchase by the Company of the entire issued share capital of BFL from Andrew Bourne (a Director of the Company) (the "Seller").

Under the SPA, £600,000 is payable by the Company to the Seller at the completion of the Acquisition (the "Completion"), to be satisfied by the allotment of new Ordinary Shares of the Company at a price of 3 pence per Ordinary Share (the "Acquisition Share Price"). Completion is expected to occur in January 2011.

The Acquisition Share Price is at a premium of 4.2 per cent. to the closing mid-market price per Ordinary Share on 14 October 2010 being the last practicable dealing day prior to the date of the announcement of the Acquisition.

In the two years following Completion further consideration may be due to the Seller, based on predicted and actual results, and any such payments will be satisfied by the allotment by the Company to the Seller of new Ordinary Shares at the Acquisition Share Price. These further payments are conditional on the actual and predicted financial statements of BFL showing a net profit level which when annualised and multiplied by 1.5 is greater than the £600,000 paid on Completion. The maximum further consideration that may be due to the Seller under the SPA is £600,000 (the "Maximum Further Consideration") and therefore the maximum consideration that could be paid for the Acquisition is £1,200,000 (£600,000 payable on Completion and the Maximum Further Consideration).

Under the SPA, the Seller will warrant that at Completion BFL has at least £150,000 of cash in its bank account beneficially owned by BFL, and that BFL is solvent. In addition, the Seller has indemnified the Company in relation to any liability arising before Completion relating to anything other than the performance of BFL's obligations under the management agreement pursuant to which it will manage the 350 workstations referred to above. Any liabilities of BFL arising between when the Company and the Seller enter into the SPA and Completion are also covered by the indemnity, unless the Company agrees to such liabilities being incurred.

Completion of the Acquisition is conditional on a number of requirements, including: the passing of all necessary shareholder resolutions by the shareholders of the Company; the management agreement referred to above becoming operative on terms satisfactory to the Company; deposits of at least £200,000 being received from customers; there being £150,000 of cash in BFL and BFL having liabilities of less than £10,000 (excluding bank and related party debt); the Seller receiving suitable tax clearances; and, if BFL has any outstanding bank facilities, the consent of the Company's bank.

Related party transaction

The Seller is a "related party" of the Company as defined in the AIM Rules by virtue of being a Director and a substantial shareholder in the Company. The Seller is interested in 25,495,434 Ordinary Shares representing 21.5 per cent. of the current issued share capital of the Company. The Seller's interest in the Ordinary Shares is via Lexton Assets SA ("**Lexton**"), a company in Panama which acts as a nominee for a trust of which the Seller is a beneficiary. Accordingly, the Acquisition is treated as a "related party transaction" under the AIM Rules.

Michael Kingshott, Elizabeth Scannell and Peter Duffy being the independent Directors (the "Independent Directors") who are not related parties for the purposes of the Acquisition, consider, having consulted with Evolution Securities Limited, the Company's Nominated Adviser for the purpose of the AIM Rules, that the Acquisition with the Seller is fair and reasonable insofar as the shareholders of the Company are concerned.

The Seller has not taken part in the Board's consideration of the proposed Acquisition and Lexton has undertaken to the Company and Evolution Securities Limited that it will not vote on the resolution relating to the Acquisition at the General Meeting.

Appointment of new director

With immediate effect from Admission, Daniel J.B. Taylor (51) will be appointed as a Non-Executive Director of the Company. Daniel Taylor is currently the chief executive officer and sole shareholder of Westchester Capital Ltd, a London based investment and advisory company. Daniel started his career at the Bank of America in San Francisco and New York. In 1989 he founded and managed the property investment company Victoria Asset Management, Inc. in Houston, Texas. In 1995 Daniel founded Westchester Ltd. and raised seed capital for various AIM listed companies. Mr Taylor is also currently a director of Grosvenor Park Media Limited, a media finance company and Scent by Design Ltd, a London based florist business.

On 14 October 2010 the Company entered into a letter of appointment with Daniel Taylor in respect of his appointment as a Non-Executive Director which is conditional on Admission. His appointment is for an initial period of twelve months and may be renewed if the Board of the Company and Mr Taylor agree. Notwithstanding this, either Mr Taylor or the Board of the Company may terminate the appointment on one month's notice. Mr Taylor's fee for the appointment is £35,000 per annum.

Share option plan

The Board believe that it is important that Directors, employees of, and consultants to the Company are appropriately motivated and rewarded. The Company has an existing HM Revenue & Customs approved CSOP share plan. This share plan also contains an unapproved schedule which enables the grant of options to those who are ineligible for the more tax efficient CSOP options. The Board intends to grant an unapproved option over 1,666,667 Ordinary Shares with an exercise price of 3 pence per Ordinary Share to Daniel Taylor (the "Option").

The Board has decided not to impose performance conditions or a vesting timetable in respect of the Option. The Option will be capable of exercise at any point within 10 years of the date of grant and will lapse if not exercised within this period.

In the event of Daniel Taylor ceasing to be a Director as a result of injury, ill health or disability, redundancy or retirement any unexercised part of the Option will lapse within six months of the cessation of directorship. If Daniel Taylor ceases to be a director for any other reason, any unexercised part of the Option will lapse immediately unless the Board in its discretion decides to permit exercise.

As a requirement of the Option, Daniel Taylor will give an undertaking to indemnify the Company against any tax or social security contributions liability it may suffer in respect of the grant or exercise of the Option.

General Meeting

A notice of the General Meeting is set out at the end of this document convening the General Meeting of the Company to be held on 10 November 2010 at 11am at the offices of the Company at Fleet House, 8-12 New Bridge Street, London, EC4V 6AL at which the following resolutions will be proposed.

Resolution 1 – ordinary resolution

It is proposed to authorise the Board to be able to allot Ordinary Shares up to a maximum nominal value of $\pounds 1,262,386$. This is to allow Ordinary Shares to be allotted to the Investors, pursuant to the Company's share option schemes and to the Sellers pursuant to the Acquisition and the aggregate nominal amount of approximately 33 per cent. of the current issued share capital of the Company.

Resolution 2 – ordinary resolution

It is proposed to approve the Acquisition as a substantial property transaction for the purposes of s190 of the UK Companies Act 2006.

Resolution 3 – special resolution

It is proposed to authorise the Board to be able to allot securities for cash without first being required to offer such securities to existing shareholders in proportion to their existing holding by the limited disapplication of s560 of the UK Companies Act 2006. This authority is limited to issuing shares to the Investors, existing and to be granted options and to allow the issue of shares with an aggregate nominal amount of £178,043 which represents approximately 15 per cent. of the current issued share capital of the Company.

Action to be taken

The proposed issue of the Placing Shares in connection with the Placing will, inter alia, require the approval of the Company's shareholders by the passing of resolutions one and three set out in the

attached notice convening the General Meeting. The proposed Acquisition will require the approval of the Company's shareholders by the passing of resolutions one and two approving the allotment of shares and the substantial property transaction. A Form of Proxy is enclosed. Shareholders are requested to complete and sign a Form of Proxy whether or not they propose to attend the meeting in person.

Completed Forms of Proxy should be returned to PROXIES, Fleet House, 8-12 New Bridge Street, London EC4V 6AL, by post, or by hand, as soon as possible and, in any event, by not later than 11.00 a.m. on 8 November 2010. The lodging of a Form of Proxy will not prevent the shareholder from attending and voting in person at the General Meeting if he decides to do so.

Recommendation

The Directors consider the terms of the Placing and the issue of the Placing Shares outlined above to be in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors recommend that you vote in favour of the resolutions to be proposed at the General Meeting which relate to the Placing, as they intend to do in respect of their own holdings of Ordinary Shares, totalling 50,990,868 Ordinary Shares, being approximately 43.0 per cent. of the current issued share capital of the Company.

The Independent Directors who have been so advised by Evolution Securities Limited consider the terms of the Acquisition are fair and reasonable insofar as the shareholders as a whole are concerned. Accordingly, the Independent Directors recommend that shareholders vote in favour of resolution 2 to be approved at the General Meeting as they intend to do in respect of their own holdings of Ordinary Shares, totalling 25,495,434 Ordinary Shares, being approximately 21.5 per cent. of the current issued share capital of the Company.

Yours faithfully,

Michael Kingshott Chairman

Serviced Office Group plc

(Incorporated and registered in England and Wales with registered number 04031883)

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting (the "**Meeting**") of Serviced Office Group plc (the "**Company**") will be held at Fleet House, 8-12 New Bridge Street, London EC4V 6AL on 10 November 2010 at 11.00am. You will be asked to consider and vote on the resolutions below. Resolutions 1 and 2 will be proposed as ordinary resolutions and resolution 3 will be proposed as a special resolution.

$Resolution \ 1-ordinary \ resolution$

In substitution for all previous authorities which are hereby revoked to the extent not previously utilised, the directors of the Company be and they are generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot shares or grant rights to subscribe for or to convert any security into shares in the Company ("Relevant Securities") up to an aggregate nominal amount of £1,262,386 provided that this authority shall expire in fifteen months or, if earlier, upon the date of the Company's next annual general meeting. The Company 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 of the Company may allot Relevant Securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

Resolution 2 – ordinary resolution

That the acquisition by the Company of the entire issued share capital of Bourne Financial Limited on the terms and subject to the conditions contained in an acquisition agreement dated 13 October 2010 between the Company (1) and Andrew Bourne (2) (**Bourne Financial Agreement**) be and the same is approved for the purposes of section 190 of the Companies Act 2006 and that the directors be and are hereby authorised to take all steps necessary or in the opinion of the directors, desirable, to give effect to the Bourne Financial Agreement.

Resolution 3 – special resolution

Subject to the passing of resolution 1, in substitution for all previous authorities which are hereby revoked to the extent not previously utilised, the directors of the Company be and they are empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) wholly for cash pursuant to the authority conferred by resolution 1 as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:

- a) pursuant to the Placing between the Company and the Investors as detailed in the circular to shareholders of which this notice forms part, up to an aggregate nominal amount of £333.333.33:
- b) pursuant to existing options granted and to be granted to directors and employees up to an aggregate nominal amount of £133,400; and
- c) otherwise than pursuant to sub-paragraphs (a) and (b) above, up to an aggregate nominal amount of £178,043, representing approximately 15 per cent. of the current issued share capital of the Company.

This authority shall expire in fifteen months or, if earlier, upon the date of the Company's next annual general meeting. 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 of the Company may allot equity securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

By order of the Board

Elizabeth Scannell Company Secretary Serviced Office Group plc Fleet House 8-12 New Bridge Street London EC4V 6AL

18 October 2010

Notes to the Notice of General Meeting

Entitlement to attend and vote - Regulation 41

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, only those shareholders registered in the register of members of the Company as at 6.00 p.m. on 8 November 2010 or, if this meeting is adjourned, at 6.00 p.m. on the day two days prior to the adjourned meeting, shall be entitled to attend and vote at the General Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of securities after 6.00 p.m. on 8 November 2010 or, if this meeting is adjourned, at 6.00 p.m. on the day two days prior to the adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at this General Meeting.

Appointment of proxies

- 2. As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
- 3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the Chairman of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
- 4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you may photocopy the proxy form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope. A failure to specify the number of shares each proxy appointment relates to or specifying a number in excess of those held by you may result in the appointment being invalid.
- 5. If you do not give your proxy an indication of how to vote on any resolution, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

Appointment of proxy using hard copy proxy form

6. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be:

- (a) completed and signed;
- (b) sent or delivered to the Company at PROXIES, Fleet House, 8-12 New Bridge Street, London EC4V 6AL; and
- (c) received by the Company:
 - (i) no later than 11.00 am on 8 November 2010 (being 48 hours before the time fixed for the meeting); or
 - (ii) no later than 24 hours before the time fixed for any adjourned meeting if such adjourned meeting is held more than 48 hours after the time fixed for holding the original meeting; or
 - (iii) no later than 24 hours before the time appointed for the taking of a poll if such poll is taken more than 48 hours after it is demanded; or
 - (iv) at the original meeting if the adjourned meeting is to be held 48 hours or less after the time fixed for holding the original meeting; or
 - (v) at the time appointed for the taking of a poll if such poll is taken 48 hours or less after it is demanded.

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

Appointment of proxy by joint members

7. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Changing proxy instructions

8. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Termination of proxy appointments

9. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to PROXIES, Fleet House, 8-12 New Bridge Street, London EC4V 6AL. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by the Company no later than 11.00 am on 8 November 2010 (being 48 hours before the time fixed for the meeting).

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

Designated corporate representatives

- 10. In order to facilitate voting by corporate representatives at the General Meeting, arrangements will be put in place at the General Meeting so that:
 - a) if a corporate member has appointed the Chairman of the General Meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all the other corporate representatives for that member at the General Meeting, then, on a poll, those corporate representatives will give voting directions to the Chairman and the Chairman will vote or withhold a vote as corporate representative in accordance with those directions; and
 - b) if more than one corporate representative for the same corporate member attends the General Meeting but the corporate member has not appointed the Chairman of the General Meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative.

Corporate members are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives - www.icsa.org.uk - for further details of this procedure. The guidance includes a sample form of representation letter to appoint the Chairman as a corporate representative as described in (a) above. The Institute of Chartered Secretaries and Administrators recommends the use of multiple proxies wherever possible in favour of corporate representatives.

Issued shares and total voting rights

11. As at the date of this Circular, the Company's issued share capital comprised 118,695,831 ordinary shares of 1p each. Each ordinary share carries the right to one vote and a general meeting of the Company and, therefore, the total number of voting rights in the Company as at the date of this Circular is 118,695,831.

Communication

12. You may not use any electronic address provided either in this notice of general meeting or any related documents (including the Chairman's letter and proxy form) to communicate with the Company for any purposes other than those expressly stated.