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If you have sold or otherwise transferred all your shares in HomeServe plc ('the Company') you should send this document and the accompanying form of proxy to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



HomeServe

**ANNUAL
GENERAL MEETING
TO BE HELD ON 30 JULY 2010**

Notice of the Annual General Meeting to be held on 30 July 2010 is set out at the end of this circular.

Forms of proxy for use at this meeting should be completed and returned as soon as possible and to be valid must arrive no later than 10.00am on 28 July 2010.

HomeServe plc
(Registered in England Number 2648297)

Registered Office:
Cable Drive
Walsall
WS2 7BN

21 June 2010

Dear Shareholder

This document contains details of the matters which will be considered at the Annual General Meeting of the Company to be held on 30 July 2010.

ANNUAL REPORT AND ACCOUNTS AND DIVIDEND

Resolutions 1 and 2 deal with the approval of the Report and Accounts and of the Remuneration Report. Resolution 3 deals with the declaration of the final dividend of 8.5 pence per ordinary share proposed to be paid on 4 August 2010 (subject to shareholder approval) to shareholders on the Register of Members at close of business on 2 July 2010. The final dividend is stated per ordinary share before the Share Split referred to below.

DIRECTORS

Resolutions 4 to 5 deal with the Directors offering themselves for election and re-election. Biographical details about these Directors are included as Appendix 1. As Chairman, I confirm on behalf of the Board that each Director standing for election or re-election continues to make a valuable contribution to the Board's deliberations and continues to demonstrate commitment. The Board supports and recommends the proposed appointments.

AUDITORS

Resolution 6 deals with the reappointment of Deloitte LLP as auditors and authorising the Directors to fix their remuneration.

ALLOTMENT OF SHARES AND PRE-EMPTION RIGHTS

Resolutions 7 and 8 are seeking to renew the Directors' general authority to allot shares up to a maximum nominal amount ('the Allotment Amount') and the Directors' authority to issue shares for cash without applying the statutory pre-emption rights up to a maximum nominal amount ('the Disapplication Amount'). These authorities will lapse on the date of the Annual General Meeting of the Company to be held in 2011 or on 30 October 2011, whichever is the earlier.

The Allotment Amount is equivalent to approximately one third of the Company's issued ordinary share capital as at 25 May 2010. The Directors have no present intention of allotting any new shares under this authority.

The Disapplication Amount represents 5% of the Company's issued ordinary share capital as at 25 May 2010. The Directors confirm their present intention, in line with Institutional Investment Committee guidelines, that no more than 7.5% of the issued ordinary share capital will be allotted for cash on a non pre-emptive basis during any three year period. In addition to the Disapplication Amount, in certain circumstances, the Directors will have authority to allot shares for cash, otherwise than pro rata to shareholders, in connection with rights issues and open offers.

SHARE SPLIT

In recent years the price of the Company's ordinary shares of 12.5 pence each (the 'Existing Ordinary Shares') has risen to the point where the closing mid-market price for one Existing Ordinary Share on 25 May 2010 was £19.09. The Board believes that it is appropriate to propose the sub-division of each of the Existing Ordinary Shares into five new ordinary shares of 2.5 pence each (the 'New Ordinary Shares') pursuant to Resolution 9 (the 'Share Split'). The Share Split will result in shareholders holding five New Ordinary Shares in the Company for each Existing Ordinary Share they held immediately prior to the Share Split and may improve the liquidity of the market in the Company's shares and reduce the bid/offer spread of the Company's shares. The resolution is conditional upon the New Ordinary Shares being admitted to the Official List of the UK Listing Authority and to trading on the London Stock Exchange's market for listed securities.

If the proposed Share Split proceeds, it is expected that the price of each New Ordinary Share will become approximately one fifth of the price of an Existing Ordinary Share. This will reflect the fact that shareholders will own five times as many ordinary shares. Shareholders should however note that, subject to market movements, the aggregate value of their shareholdings should remain the same.

The New Ordinary Shares will carry the same rights in all respects as the Existing Ordinary Shares, including voting rights. The final dividend proposed at Resolution 3 is being declared by reference to the number of ordinary shares at close of business on 2 July 2010, that is prior to the Share Split. If the final dividend had been declared by reference to the number of ordinary shares at a date after the Share Split the final dividend would have been only one fifth per share to reflect the Share Split.

The Company's issued ordinary share capital as at 25 May 2010 was £8,218,291 divided into 65,746,329 Existing Ordinary Shares, having a nominal value of 12.5 pence each. If the Share Split was applied to that issued share capital, the total value of the ordinary share capital will remain at £8,218,291 but will be divided into 328,731,645 New Ordinary Shares of 2.5 pence each.

The New Ordinary Shares will be in registered form and may be held in certificated or uncertificated form. Following the Share Split becoming effective, share certificates in respect of the Existing Ordinary Shares will cease to be valid and will be cancelled. New certificates in respect of the New Ordinary Shares will be issued to those shareholders who hold their Existing Ordinary Shares in certificated form, and are expected to be despatched on 6 August 2010. No temporary documents of title will be issued. Transfers between 2 August 2010 and 7 August 2010 will be certified against the register of members of the Company. CREST accounts are expected to be credited on 2 August 2010. Applications will be made for admission of the New Ordinary Shares to the Official List and to trading on the London Stock Exchange's market for listed securities. If the applications are accepted, it is proposed that the last day of dealings in the Existing Ordinary Shares will be 30 July 2010 and the effective date for dealings to commence in New Ordinary Shares will be on 2 August 2010.

Based on current UK tax legislation, the Share Split should not be treated as a disposal for the purposes of UK capital gains tax. The Share Split should also not be treated as giving rise to any distribution for income tax purposes. After the subdivision of the Existing Ordinary Shares, the base cost of those Existing Ordinary Shares for the purposes of UK capital gains tax should be apportioned between the resulting New Ordinary Shares. If you are in any doubt as to your personal tax situation, you should consult your own professional adviser.

If Resolution 9 is passed, the Share Split will become effective on admission of the New Ordinary Shares to the Official List, which is expected to be at 8.00am on 2 August 2010.

Subject to the approval, where necessary, of the Company's auditors and HM Revenue and Customs, appropriate adjustments will be made to outstanding options and other rights in accordance with the rules of the Company's employee share schemes to take account of the Share Split and option holders will be contacted separately in due course.

AUTHORITY TO PURCHASE OWN SHARES

Resolution 10 is seeking approval to renew the existing authority to make market purchases of the Company's own ordinary shares. The Board has no current intention that the Company should make purchases of its own shares if the renewal becomes effective, but would like to be able to act quickly if circumstances arise in which such a purchase would be desirable. Purchases will only be made on the London Stock Exchange and only in circumstances where the Board believes that they are in the best interests of the shareholders generally. Furthermore, purchases will only be made if the Board believes that they would result in an increase in earnings per share.

The proposed authority will be limited by the terms of the special resolution to the purchase of ordinary shares representing 10% of the Company's issued ordinary share capital as at 25 May 2010. The minimum price per ordinary share payable by the Company (exclusive of expenses) will be the nominal value of the ordinary shares acquired. The maximum to be paid will be the higher of (i) an amount not more than 5% above the average of the middle market quotations for ordinary shares of the Company as derived from The London Stock Exchange Daily Official List for the five business days immediately preceding the date of each purchase and (ii) the price stipulated by Article 5(1) of the Buy Back and Stabilisation Regulation (EC No. 2273/2003). The maximum number of shares and the permitted price range are stated in order to comply with statutory and London Stock Exchange requirements and should not be taken as representative of the number of shares (if any) which may be purchased or of the terms of such a purchase. The authority will lapse on the date of the Annual General Meeting of the Company in 2011 or on 30 October 2011, whichever is the earlier. In order to maintain the Board's flexibility of action, it is envisaged that the authority will continue to be renewed at future Annual General Meetings. Any shares purchased are likely to be cancelled.

NEW ARTICLES OF ASSOCIATION

It is proposed in Resolution 11 to adopt new articles of association of the Company ('the New Articles') in order to update the Company's current articles of association ('the Current Articles') primarily to take account of changes in English company law brought about by the Companies Act 2006, as amended by the Shareholders' Rights Regulations which came into force in August 2009.

The principal changes introduced in the New Articles are summarised in Appendix 2. Other changes, which are of a minor, technical or clarifying nature and also some more minor changes which merely reflect changes made by the Companies Act 2006 or conform certain language in the New Articles where used in the Model Articles for public companies have not been noted in Appendix 2.

NOTICE OF GENERAL MEETINGS

Resolution 12 is seeking to allow the Company to hold general meetings (other than annual general meetings) on 14 clear days' notice. Changes made to the Companies Act 2006 by the Shareholders' Rights Regulations increase the notice period required for general meetings of the Company to 21 days unless shareholders approve a shorter notice period, which cannot however be less than 14 clear days. (Annual general meetings will continue to be held on at least 21 clear days' notice.)

Before the coming into force of the Shareholders' Rights Regulations the Company was able to call general meetings (other than an annual general meeting) on 14 clear days' notice without obtaining such shareholder approval. The approval, if passed, will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed. The Company will only convene general meetings on less than 21 days' notice if the proposals to be considered are believed by the Directors to be time sensitive and clearly to the advantage of shareholders as a whole.

NOTICE OF ANNUAL GENERAL MEETING

The notice of the Annual General Meeting is set out at the end of this document. Resolutions 1 to 7 and 9 will be proposed as ordinary resolutions meaning that for each resolution to be passed more than half of the votes cast must be in favour of the resolution. Resolutions 8, 10, 11 and 12 will be proposed as special resolutions meaning that for each resolution to be passed at least 75% of the votes cast must be in favour of the resolution.

RECOMMENDATION

The Directors consider that all the resolutions to be put to the meeting are in the best interests of the Company and its shareholders as a whole. The Directors will be voting in favour of them and unanimously recommend that you do so as well.

Yours faithfully

JM Barry Gibson
Chairman

Appendix 1

Directors' Biographical Details

Details in respect of the Directors offering themselves for election and re-election are as follows:

Martin Bennett (41)

Appointed to the Board as Chief Financial Officer in June 2009. Previously finance director of UK Membership having been finance director of the Warranties business and commercial director. Prior to joining HomeServe in 2003 he spent three years as group finance director of Clarity Group and ten years at Arthur Andersen where he qualified as a chartered accountant.

Ian Chippendale (61)

Appointed to the Board in January 2007 and as Senior Non-Executive Director on 1 April 2010. Currently an independent director of Transatlantic Holdings Inc and also of Aioi Motor and General Insurance Company of Europe Ltd. Previously chairman of RBS Insurance, group chief executive of the Direct Line Group of companies, chief executive of Privilege Insurance and chairman of the Insurance Division of Provident Financial plc. He is Chairman of the Remuneration Committee and a member of the Audit and Nomination Committees.

Appendix 2

Explanatory Notes of Principal Proposed Changes to the Company's Articles of Association

1. General

The proposed amendments to the Current Articles reflect changes in the law under the Companies Act 2006 that came into force between 2007 and 2009 as amended by the Companies (Shareholders' Rights) Regulations 2009 (the 'Shareholders' Rights Regulations') and to make certain clarifying and conforming changes.

2. The Company's objects

The provisions regulating the operations of the Company are currently set out in the Current Articles and the Memorandum of Association of the Company ('Memorandum'). The Memorandum contains the objects clause which sets out the scope of the activities the Company is authorised to undertake. This clause is drafted to give a wide scope.

Under the Companies Act 2006, the objects clause and all other provisions which are currently contained in a company's memorandum of association are, from 1 October 2009, deemed to be contained in a company's articles and can be removed by special resolution.

The Companies Act 2006 further states that unless a company's articles provide otherwise, a company's objects are unrestricted. This abolishes the need for companies to have objects clauses. For this reason the Company is proposing to remove its objects clause, together with all other provisions of its Memorandum which, by virtue of the Companies Act 2006, are to be treated as forming part of the Company's Articles. The limited liability of members will be preserved in the New Articles. Resolution 11 confirms the removal of these provisions.

3. Change of name

Currently, a company can only change its name by special resolution. The Companies Act 2006 additionally allows directors to resolve to change a company's name, provided they are so authorised by the company's articles. The New Articles will give the Directors this power.

4. Authorised share capital

The Companies Act 2006 abolishes the requirement for a company to have an authorised share capital and the Current Articles are being amended to reflect this. The Directors will still be limited as to the number of shares they can at any time allot because authority to allot new shares continues to be required under the Companies Act 2006. The Share Split has no impact on the New Articles.

5. Redeemable shares

At present if a company wishes to issue redeemable shares, it must include in its articles the terms and manner of redemption. The Companies Act 2006 enables directors to determine such matters instead, provided they are so authorised by the articles. The New Articles will contain such an authorisation. The Company has no plans to issue redeemable shares but if it did so the Directors would seek shareholders' authority to issue new shares in the usual way.

6. Authority to purchase own shares etc

Under the Companies Act 1985, a company required specific enabling provisions in its articles to purchase its own shares and to reduce its share capital or other undistributable reserves. The

Current Articles include these enabling provisions. Under the Companies Act 2006 a company will only require shareholder authority to do any of these things and it will no longer be necessary for articles to contain enabling provisions. Accordingly the relevant enabling provisions have been removed in the New Articles.

7. Transfers of shares

To bring the Current Articles into line with the Companies Act 2006, the New Articles will provide that the Directors must give notice of their reasons for refusing to register any transfer of shares as soon as practicable and not merely within two months as required by the Current Articles.

8. Adjournments for lack of quorum

Under the Companies Act 2006, as amended by the Shareholders' Rights Regulations, general meetings adjourned for lack of quorum must be held at least 10 clear days after the original meeting. The Current Articles will be changed to reflect this requirement.

9. Proxies

Under the Companies Act 2006 multiple proxies may be appointed by a shareholder provided that each proxy is appointed to exercise the rights attached to a different share held by the shareholder. The New Articles reflect these new provisions. The articles also deal with persons who hold more than one proxy and their right to exercise more than one vote on a show of hands. The Company is not obliged to enquire whether a proxy or a corporate representative votes as instructed by their appointor.

10. Corporate representatives

The Shareholders' Rights Regulations have amended the Companies Act 2006 in order to enable multiple representatives appointed by the same corporate member to vote in different ways on both a show of hands and a poll. The New Articles contain provisions which reflect these amendments.

11. Chairman's casting vote

The New Articles remove the provision from the Current Articles giving a chairman of a general meeting a casting vote in the event of an equality of votes as this is no longer permitted under the Companies Act 2006.

12. Voting record date

Under the Companies Act 2006, as amended by the Shareholders' Rights Regulations, a company may determine the right of members to vote at a general meeting by reference to the register not more than 48 hours before the time for the holding of the meeting, not taking account of days which are not working days. The Current Articles have been amended to reflect this requirement.

13. Board meetings

The New Articles will also expand the ability of the Board to hold meetings by conference call or other electronic means in line with the model articles for public companies produced by the Department for Business, Innovation and Skills.

14. Execution of deeds

The New Articles provide an alternative option for execution of documents (other than share certificates) by the Company. Under the New Articles, a deed may be signed by one authorised person in the presence of a witness, whereas previously the requirement was for signature by either a director and the secretary or two directors or such other person or persons as the directors may approve.

15. Electronic communications

The New Articles update the Current Articles, in line with the Companies Act 2006, in relation to communication with shareholders by website.

16. Other

Generally the opportunity has been taken to bring clearer language into the New Articles, to take account of other legislative changes which do not have a material impact and in some areas to conform the language of the New Articles with that used in the model articles for public companies produced by the Department for Business, Innovation and Skills.

NOTICE OF MEETING

Notice is hereby given that the Annual General Meeting of HomeServe plc will be held at JP Morgan Cazenove Ltd, 20 Moorgate, London EC2R 6DA on Friday 30 July 2010 at 10.00am for the following purposes:

1. To receive and adopt the audited Accounts for the year ended 31 March 2010 and the Reports of the Directors and the Auditors therein.
2. To approve the Remuneration Report for the year ended 31 March 2010.
3. To declare the final dividend of 8.5p per ordinary share.
4. To elect Mr Bennett as a Director (having been appointed since the notice of the last AGM).
5. To re-elect Mr Chippendale as a Director (retiring by rotation).
6. To reappoint Deloitte LLP as auditors of the Company and to authorise the Directors to fix their remuneration.
7. To consider, and if thought fit, pass the following Ordinary Resolution:

“That the Directors be and are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £2,712,036 provided that this authority shall expire on the date of the Annual General Meeting of the Company to be held in 2011 or on 30 October 2011 if earlier save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.”

8. Subject to the passing of Resolution 7, to consider, and if thought fit, pass the following Special Resolution:

“That the Directors be and are hereby empowered pursuant to sections 570 and 573 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of the Companies Act 2006) for cash pursuant to the authority conferred by Resolution 8 or by way of the sale of treasury shares as if section 561 of the Companies Act 2006 did not apply to any such allotment provided that this power shall be limited:

- (i) to the allotment of equity securities in connection with an offer of equity securities open for acceptance for a period fixed by the Directors to holders of ordinary shares (other than the Company) on the register on a record date fixed by the Directors in proportion to their respective holdings but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in or under the laws of any territory; and

- (ii) to the allotment of equity securities up to an aggregate nominal value of £410,915 and shall expire on the date of the Annual General Meeting of the Company to be held in 2011 or on 30 October 2011 if earlier save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

9. To consider, and if thought fit, pass the following Ordinary Resolution:

“That each of the ordinary shares of 12.5 pence each in capital of the Company be subdivided into five ordinary shares of 2.5 pence each, such shares having the rights and being subject to the restrictions set out in the articles of association of the Company for the time being provided that this resolution is conditional upon, and shall take effect on, admission to the Official List of the UK Listing Authority and to trading on the London Stock Exchange’s market for listed securities of the new ordinary shares arising from such sub-division by 8.00am on 2 August 2010 (or such other time and/or date as the Directors of the Company may in their absolute discretion determine)”

10. To consider, and if thought fit, pass the following Special Resolution:

“That the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares in the capital of the Company on such terms and in such manner as the Directors may determine provided that:

- (i) the maximum number of ordinary shares hereby authorised to be acquired is 32,873,165 ordinary shares of 2.5 pence each if Resolution 9 is passed and becomes effective and otherwise 6,574,633 ordinary shares of 12.5 pence each;
- (ii) the minimum price which may be paid for any such share is the nominal value thereof;
- (iii) the maximum price which may be paid for any such share is the higher of (a) an amount equal to 105% of the average of the middle market quotations for an ordinary share in the Company as derived from The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased and (b) the price stipulated by Article 5(1) of the Buy-Back and Stabilisation Regulation (EC No. 2273/2003);
- (iv) the authority hereby conferred shall expire on the date of the Annual General Meeting of the Company to be held in 2011 or, if earlier, on 30 October 2011;
- (v) the Company may make a contract to purchase its shares under the authority hereby conferred prior to the expiry of such authority, which contract will or may be executed wholly or partly after the expiry of such authority, and may purchase its shares in pursuance of any such contract.”

11. To consider, and if thought fit, pass the following Special Resolution:

“That:

- (i) the Articles of Association of the Company be amended by deleting all the provisions of the Company’s Memorandum of Association which, by virtue of section 28 Companies Act 2006, are to be treated as provisions of the Company’s Articles of Association; and
- (ii) the Articles of Association produced to the meeting and initialed by the chairman of the meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.”

12. To consider, and if thought fit, pass the following Special Resolution:

“That a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days’ notice.”

By Order of the Board

Anna Maughan
Company Secretary

Cable Drive
Walsall
WS2 7BN

21 June 2010

Copies of all service contracts and letters of appointment of Directors with the Company or its subsidiaries and the New Articles showing all changes to the Current Articles, are available for inspection during business hours at the offices of the Company at 30 Old Broad Street, London EC2N 1HT from the date of this notice until the conclusion of the meeting and on the day of the meeting at 20 Moorgate, London EC2R 6DA from 9.45am until the conclusion of the meeting.

Notes

1. To be entitled to attend and vote at the meeting (and for the purposes of the determination by the Company of the number of votes that may be cast); members must be entered on the Company's Register of Members by 6.00pm on 28 July 2010 or, if the meeting is adjourned, 48 hours prior to the time fixed for the adjourned meeting. Changes to the register of members after that time shall be disregarded in determining the right of any person to attend and vote at the meeting.
2. A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend, speak and vote instead of him. A proxy need not be a Member of the Company but must attend the meeting to represent you. A proxy form to make such appointment and give proxy instructions accompanies this notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact the Company's registrars, Computershare Investor Services PLC, on 0870 707 1053 (calls cost 10p per minute plus network extras) or, if telephoning from overseas, on +44 870 707 1053. Lines are open 8.30am – 5.30pm BST Monday to Friday.
3. A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member.
4. To be valid the instrument appointing a proxy and the Power of Attorney (if any) under which it is signed must be received by Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY not less than 48 hours before the time of the meeting. A member who returns a completed proxy form (or CREST Proxy Instruction) is not precluded, if subsequently he so wishes, from attending the meeting instead of his proxy and voting in person.
5. A member may also lodge their proxy form electronically via the internet at www.eproxyappointment.com. Full details of the procedures are given on that website and your Control Number, Shareholder Reference Number ('SRN') and PIN can be found on your Proxy Form or email.
6. Shareholders who are CREST members with shares held in uncertificated form who wish to appoint a proxy or proxies are encouraged to use the CREST electronic proxy appointment service by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 3RA50) by the latest time for receipt of proxy appointments specified above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In connection with this, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

7. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a 'Nominated Person') may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. The statement of rights in notes 1 to 3 above can only be exercised by shareholders and do not apply to nominated persons.
8. As at 25 May 2010 the Company's issued share capital consists of 65,746,329 ordinary shares of 12.5 pence carrying one vote each. Therefore the total voting rights in the Company as at 25 May 2010 are 65,746,329.
9. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

10. Under section 527 of the Companies Act 2006 members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.
11. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
12. A copy of this notice, and other information required by s311A of the Companies Act 2006, can be found at www.homeserveplc.com.
13. Except as provided above, members who have general queries about the meeting should use the following means of communication (no other methods of communication will be accepted):
 - calling Computershare Investor Services PLC on 0870 707 1053; or
 - contacting Computershare Investor Services PLC via their website at www.investorcentre.co.uk/contactus; or
 - contacting the Company at Cable Drive, Walsall, WS2 7BN.

You may not use any electronic address provided either in this notice of Annual 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.

