

This document is important and requires your immediate attention. If you have any doubts about what action you need to take, you should contact your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000. If you have recently sold or transferred all your shares in Work Group plc please pass this document and the accompanying documents to the person who now holds the shares.

Notice of the 2009 Annual General Meeting

Notice is hereby given that the Annual General Meeting of Work Group plc will be held at noon on Tuesday 16 June 2009 at Saffron House, 6-10 Kirby Street London EC1N 8EQ to transact the following business:

Ordinary Business

- 1** To receive and consider the Company's Reports and Financial Statements for the year ended 31 December 2008 and the Auditors' report thereon.
- 2** To approve the Directors' Remuneration Report contained within the Reports and Financial Statements for the year ended 31 December 2008.
- 3** To reappoint Michael Anthony Warren as a Director of the Company.
- 4** To reappoint Simon John Howard as a Director of the Company.
- 5** To reappoint PricewaterhouseCoopers LLP as auditors of the Company to hold office until the conclusion of the next Annual General Meeting.
- 6** To authorise the Directors to agree the remuneration of the Auditors.
- 7** To resolve as an Ordinary Resolution that the authority conferred upon the Directors by article 5.1 of the Company's Articles of Association be and is renewed, that the Section 80 Amount for the purposes of that Article be £190,816 and that the prescribed period for those purposes expires on the earlier of fifteen months from the date of passing of this Resolution and the close of the next following Annual General Meeting of the Company.
- 8** To resolve as a Special Resolution that the authority conferred by Article 5.2 of the Articles of Association be renewed, that the Section 89 Amount for the purposes of that Article be £28,622 and that the prescribed period for those purposes expires on the earlier of fifteen months from the date of passing of this Resolution and the close of the next following Annual General Meeting of the Company.
- 9** To resolve as a Special Resolution that, pursuant to Article 15 of the Articles of Association of the Company, the Company be and is generally and unconditionally authorised subject to the provisions of the Act to purchase by market purchase (as defined by section 163 of the Companies Act 1985 (the "Act")) up to 1,431,123 ordinary shares of 2p each in its own capital subject to the following:
 - (a) the purchase price for any share so purchased shall not exceed a sum (exclusive of all expenses) equal to 105% of the average of the middle market quotations for ordinary shares for the five business days immediately preceding the day of purchase (as derived from the London Stock Exchange Daily Official List) and shall not be less than the nominal value of the share;
 - (b) the authority shall expire on the earlier of the close of the next following Annual General Meeting and the expiry of fifteen months from the date of the passing of this Resolution;
 - (c) the Company may make a contract for purchase which would, or might, be executed wholly or partly after the expiry of the authority;
 - (d) any shares purchased pursuant to the authority may be selected by the Directors in any manner as they from time to time deem appropriate.

10 To resolve as an Ordinary Resolution that the Company and all companies that are its subsidiaries at any time during the period for which this resolution is effective be and are hereby authorised to:

- (i) make Donations to any one or more EU Political Organisation which is not a Registered Party; and
- (ii) incur EU Political Expenditure in an aggregate amount not exceeding £100,000 per annum during the period commencing on the date of this Resolution and ending on the date of the Annual General Meeting in 2010.

For the purposes of this Resolution, the expressions “Donations”, “EU Political Organisations”, “EU Political Expenditure” and “Registered Party” have the meanings set out in sections 363 to 366 of the Companies Act 2006 (as amended by the Political Parties, Elections and Referendums Act 2000).

11 To resolve as a Special Resolution that the Company be and is hereby authorised to call general meetings of the Company (not being an annual general meeting) by notice of at least fourteen clear days.

By order of the Board



Michael Warren
Company Secretary

Notes:

1 A member of the Company is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at the Meeting. A member may appoint more than one such proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by the appointing member.

2 A proxy need not be a member of the Company.

3 A form of proxy for use at the meeting is enclosed with this Notice. To be effective this form of proxy must be sent to our registrars at their address printed on the form so as to be received there not less than 48 hours before the time fixed for the meeting (disregarding time during a day that is a Saturday, Sunday or public holiday).

4 A member who has so appointed a proxy is not thereby precluded from attending and voting in person at the meeting if so desired.

5 Copies of the following will be available for inspection during usual business hours or on any weekday (Saturdays and public holidays excluded) at Saffron House, 6-10 Kirby Street, London EC1N 8EQ from the date of this Notice until the end of the Meeting:

- (a) the register of interests of directors and their families in the shares of the Company;
- (b) copies of the engagement contracts of the Directors with the Company;

Appendix

Explanatory notes on the Proposed Resolutions

The explanatory notes below summarise the purpose of the Resolutions to be voted upon by Shareholders at this year's Annual General Meeting.

Resolutions 1 to 7 (inclusive) and 10 will be proposed as ordinary resolutions; more than 50% of the votes cast must support these resolutions in order for them to be passed. Resolutions 8, 9 and 11 will be proposed as special resolutions and 75% or more of the votes cast must support them in order for these resolutions to be passed.

The following numbers represent the number of the Resolution to which the notes refer:

1 Shareholders will be asked to approve the adoption of the Reports and Financial Statements for the year ended 31 December 2008.

2 Shareholders will be asked to approve the adoption of the Directors' Remuneration Report for the year ended 31 December 2008. Under the Directors' Remuneration Report Regulations 2002, Directors are required to ask shareholders to vote on the Directors' Remuneration Report (shown on page 11 of the Annual Report and Accounts 2008). The Directors, who have unanimously endorsed the Directors' Remuneration Report, consider that asking the shareholders to vote on this Report facilitates accountability and transparency.

3 Michael Warren was appointed as a Director of the Company in 1999 and re-appointed in 2007 and is required under the Articles of Association to retire by rotation.

4 Simon Howard was appointed as a Director of the Company in 1999 and re-appointed in 2007 and is required under the Articles of Association to retire by rotation.

5 and 6 The Company is required to appoint auditors at each general meeting at which accounts are laid before the shareholders. The auditors are appointed from the conclusion of the forthcoming Annual General Meeting until the conclusion of next year's Annual General Meeting.

7 This Resolution authorises the Directors to allot or agree to allot new shares and will allow the Directors to allot or agree to allot further relevant securities up to an aggregate nominal amount of £190,816, representing one third of the Company's issued share capital at the date of this Notice. This authority, if passed, will lapse at the earlier of the Annual General Meeting following its passing or, if later, on 16 September 2010. The Directors have no present intention of allotting new ordinary securities, other than pursuant to the Company's Employees' Share Option Scheme, but may do so in consideration for any acquisition by the Company or if they otherwise consider it to be in the Company's best interests to do so. The Company presently holds no treasury shares.

8 Unless they are given the appropriate power, Directors may not allot new equity shares (including treasury shares) for cash (excluding shares issued under employees' share schemes) unless they have first been offered to existing shareholders in proportion to their holdings. There may however be occasions when in order to act in the best interests of the shareholders and the Company, the Directors will need the flexibility to issue a small number of shares for cash. This Special Resolution empowers them to allot shares with a nominal value totalling up to £28,622 without making any such prior offer to shareholders; this sum represents five per cent of the Company's issued share capital at the date of this Notice.

This power will automatically lapse at the end of the Company's next Annual General Meeting or on 16 September 2010, whichever is earlier.

Appendix continued

9 This Special Resolution allows the Company to buy back up to 1,431,123 of its issued ordinary shares by market purchase. This is equal to five per cent of the Company's issued share capital at the date of this Notice. The Resolution sets out the lowest and highest prices the Company may pay for the shares.

The Directors are committed to creating shareholder value. Buying back the Company's shares is one of the options they keep under review. The Directors will implement such purchases only if they consider it is in the shareholders' best interests to do so. Before making such a decision they would consider the effect on earnings per share.

The Companies (Acquisition of Own Shares) (Treasury Shares) Regulations 2003 allow companies to hold shares acquired by way of market purchase in treasury, rather than having to cancel them. The Company may therefore consider holding any of its own shares that it purchases pursuant to the authority conferred by this Resolution as treasury shares as an alternative to cancelling them. This would give the Company the ability to re-issue such shares quickly and cost effectively, and would provide the Company with additional flexibility in the management of its capital base. The Directors believe that it is desirable for the Company to have this flexibility.

Unless the Directors determine that they are to be held as treasury shares (see above), any shares in its own capital purchased by the Company would be cancelled and the number of shares in issue would be reduced accordingly. Shares held in treasury would not automatically be cancelled but would not be taken into account in future calculations of earnings per share (unless they are subsequently resold or transferred out of treasury).

No dividends would be paid on shares whilst held in treasury and no voting rights would be exercisable in respect of treasury shares.

This power will automatically lapse at the end of the Company's next Annual General Meeting or on 16 September 2010, whichever is earlier.

10 The Company did not make any donations to political parties in the European Union in the year under review and it is the Company's current policy not to do so. However, the Political Parties, Elections and Referendums Act 2000 ("PPERA"), effective from February 2001, defines EU Political Organisations and Donations very widely and, as a result, in certain circumstances, donations intended for charitable or similar purposes may now be regarded as political in nature.

In order to comply with its obligations and to avoid any inadvertent infringement of PERA, the Company considers it is prudent to seek shareholders' approval for a maximum aggregate level of donation. Resolution 10 seeks authority for the Company to make Donations to EU Political Organisations or incur EU Political Expenditure not exceeding £100,000 per annum. The Company has no present intention of using this authority for any purpose other than a continuation of normal business and employment practices. In particular this authority will not be used to make any political donations as that expression would have been understood before PERA became law.

This authority would last until the conclusion of the Company's Annual General Meeting in 2010.

Appendix continued

11 The Companies Act 2006 currently enables listed companies to call a general meeting (other than an annual general meeting) on fourteen clear days' notice. However, the EU Shareholder Rights Directive ("the Directive") requires that listed companies call such general meetings on twenty-one clear days' notice unless the Company:

(i) has obtained shareholder approval for the holding of general meetings on fourteen clear days' notice by passing an appropriate resolution at an annual general meeting; and

(ii) offers the facility for shareholders to vote by electronic means accessible to all shareholders.

As the Directive must be implemented into UK law by 3 August 2009 shareholders are being asked to approve resolution 11 to enable the Company to continue to enjoy the shorter notice period for calling such general meetings as permitted by the Companies Act 2006. The resolution is valid only until the next annual general meeting of the Company.

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