

Notice of the 2011 Annual General Meeting

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 is hereby given that the Annual General Meeting of Work Group plc will be held at 12.30pm on 14 June 2011 at Laytons, 50 Victoria Embankment, Blackfriars, London EC4Y 0LS 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 2010 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 2010.
 3. To reappoint Keith Cameron as a Director of the Company.
 4. To reappoint Rose Colledge as a Director of the Company.
 5. To reappoint Julian Maslen as a Director of the Company.
 6. To reappoint Price Waterhouse Coopers LLP as auditors of the Company to hold office until the conclusion of the next Annual General Meeting.
 7. To authorise the Directors to agree the remuneration of the Auditors.
 8. To resolve as an Ordinary Resolution that the Directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 ("the Act"), in substitution for any existing authority to allot shares (including authority in the Company's Articles of Association) save to the extent of the allotment of shares pursuant to an offer or agreement made before expiry of such existing authority, to exercise all the powers of the Company to allot shares or to grant rights to subscribe for, or convert any security into, shares:
 - (a) comprising equity securities (as defined by section 560 of the Act) up to an aggregate nominal amount of £381,632, such amount to be reduced by the nominal amount of any shares allotted under paragraph (b) below, in connection with an offer of such securities by way of a Rights Issue;
 - (b) in any other case, up to an aggregate nominal amount of £190,816 (such amount to be reduced by the nominal amount of any equity securities allotted under paragraph (a) above in excess of £190,816
- Provided that, unless renewed, varied or revoked by the Company, this authority shall expire on the earlier of the date of the next annual general meeting and 14 September 2012, save that the Company may, before such expiry, make offers or agreements which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of such offer or agreement as if the authority had not ended.

“Rights Issue” means an offer of equity securities to holders of ordinary shares in the capital of the Company on the register on a record date fixed by the directors in proportion as nearly as may be to the respective numbers of Ordinary Shares held by them, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with any treasury shares, fractional entitlements or legal or practical issues arising under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory.

9. To resolve as a Special Resolution that, subject to the passing of resolution 8, the Directors be empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the general authority conferred by resolution 8 as if section 561 of the Act did not apply to any such allotment or sale, provided that such power shall be limited to:

(a) the allotment of equity securities in connection with an offer of, or invitation to apply for, equity securities (but in the case of an allotment or sale permitted by the authority granted under paragraph (a) of resolution 8, only by way of a Rights Issue as defined in resolution 8);

(b) in the case of the authority granted under paragraph (b) of resolution 8 and/or in the case of any transfer of treasury shares which is treated as an allotment of equity securities under section 560(3) of the Act, the allotment (otherwise than under paragraph (a) of this resolution 9) of equity securities up to a nominal amount of £28,622;

such power to expire on the conclusion of the Annual General Meeting of the Company to be held in 2012 or on 14 September 2012 whichever is earlier, (unless previously revoked, varied or extended by the Company in general meeting), but so save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted (or treasury shares to be sold) after such expiry, and the Directors may allot equity securities in pursuance of any such offer or agreement as if the power conferred by this resolution had not expired.

10. To resolve as a Special Resolution that the Company be and is generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 (“the Act”) to make one or more market purchases (as defined by section 693(4) of the Act) up to 2,862,246 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.

Special Business

11. To resolve as an Ordinary Resolution that in accordance with section 366 of the Companies Act 2006 (“the Act”), 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 make donations to political organisations other than political parties and to incur political expenditure (as such terms are defined in sections 363 to 365 of the Act) up to a maximum aggregate sum of £100,000 as follows:

(a) such authority shall, unless renewed, varied or revoked by the Company in general meeting prior to such time, expire at the earlier of 30 June 2012 or the conclusion of the Annual General Meeting in 2012;

(b) the Company may enter into a contract or undertaking under this authority prior to its expiry, which contract or undertaking may be performed wholly or partly after such expiry, and may make donations to political organisations and incur political expenditure in pursuance of such contracts or undertakings as if the said authority had not expired.

12. To resolve as a Special Resolution that the draft Articles of Association produced to the meeting and, for the purposes of identification, signed by the chairman, be adopted as the Company’s Articles of Association in substitution for, and to the exclusion of the Company’s existing Articles of Association.

By order of the Board



David Hooper
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 the address printed on the form so as to be received there not less than 48 hours before the time fixed for the meeting.

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; and

(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 8 (inclusive) and 11 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 9, 10 and 12 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 2010.

2. Shareholders will be asked to approve the adoption of the Directors' Remuneration Report for the year ended 31 December 2010. Under the Directors' Remuneration Report Regulations 2002, Directors are required to ask shareholders to vote on the Directors' Remuneration Report (shown on pages 14 and 15 of the Annual Report and Accounts 2010). 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. Keith Cameron was appointed as a Director of the Company in 2006 and re-appointed in 2008 and is required under the Articles of Association to retire by rotation. He offers himself for reappointment.

4. & 5. Rose Colledge and Julian Maslen were appointed by the Board as Directors since the last Annual General Meeting in 2010 and are required by the Articles of Association to retire at the next Annual General Meeting subsequent to their appointment. They offer themselves for reappointment.

6. & 7. 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.

8. 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. In addition, the proposed new authority will allow the Directors to allot new shares and other relevant securities only in connection with a rights issue up to a further nominal value of £190,816, equivalent to one-third of the Company's issued ordinary share capital as at 13 May 2011. This latter authority is being sought in accordance with recent changes in corporate governance guidelines. If this resolution is passed the Directors will have the authority in certain circumstances to allot new shares and other relevant securities up to a total nominal value of £381,632, representing a total amount equal to two-thirds of the Company's issued share capital as at 13 May 2011.

This authority, if passed, will lapse at the earlier of the Annual General Meeting following its passing or, if later, on 14 September 2012. 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 673,335 shares in treasury.

Appendix continued

9. 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 in connection with a Rights Issue (as defined in Resolution 8) and also 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 14 September 2012, whichever is earlier.

10. This Special Resolution allows the Company to buy back up to 2,862,246 of its issued ordinary shares by market purchase. This is equal to ten 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 14 September 2012, whichever is earlier.

On 12 January 2011 the Company purchased 673,335 shares at a price of 15.75p per share and these shares are held in treasury; save to that extent, the similar authority given at the Company's Annual General Meeting in 2010 has not been exercised.

Appendix continued

11. 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 Companies Act 2006 ("the Act"), defines "political organisations" and "donations" very widely and, as a result, in certain circumstances, donations intended for charitable or similar purposes may be regarded as political in nature.

In order to comply with its obligations and to avoid any inadvertent infringement of the Act, the Company considers it is prudent to seek shareholders' approval for a maximum aggregate level of donation. Resolution 11 seeks authority for the Company to make donations to political organisations or incur 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 is understood outside the Act.

This authority would last until the earlier of 30 June 2012 and conclusion of the Company's Annual General Meeting in 2012.

12. This resolution makes some further updates to the Company's Articles of Association of a minor, technical or clarifying nature following implementation of the Companies Act 2006. A copy of the updated Articles showing all the changes to the current Articles is available for inspection on our website (www.workgroup.plc.uk) from the date of this notice until the date of the Annual General Meeting.

Dated 13 May 2011

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