

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 purchaser or transferee.

Notice of the 2007 Annual General Meeting

Notice is hereby given that the Annual General Meeting of Work Group plc will be held at 12 pm on Wednesday 13 June 2007 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 2006 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 2006.
- 3** To declare a final dividend of 0.4 pence per ordinary share in the capital of the Company for the year ended 31 December 2006.
- 4** To re-appoint Michael Anthony Warren as a Director of the Company.
- 5** To re-appoint Simon John Howard as a Director of the Company.
- 6** To re-appoint Susan Craven as a Director of the Company.
- 7** To re-appoint PricewaterhouseCoopers LLP as auditors of the Company to hold office until the conclusion of the next Annual General Meeting.
- 8** To authorise the Directors to agree the remuneration of the Auditors.
- 9** 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 £169,940 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.
- 10** 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 £25,490 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.

11 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 1,274,547 ordinary shares of 2p each in its own capital subject to the following:

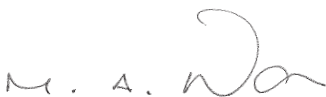
- a the purchase price for any share so purchased shall not exceed a sum (exclusive of all expenses) equal to 105% of the average of the middle market quotations for ordinary shares for the five business days immediately preceding the day of purchase (as derived from the London Stock Exchange Daily Official 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 or 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

12 To resolve as an Ordinary Resolution that the Work Group plc 2007 Employees' Share Option Scheme (the 'Scheme'), the principal features of which are summarised in Appendix 2 to this Notice and a copy of which is produced in draft to the Meeting and signed by the Chairman for the purpose of identification, be and is approved; and that the Directors be and are authorised to do all acts and things which they consider necessary or expedient to adopt and operate the Scheme, including making such modifications as the Directors consider appropriate to take account of regulatory requirements and best practice.

13 To resolve as an Ordinary Resolution that the Company be and is authorised to serve any notice and to send or supply documents or information to members by making the same available on a website or by other electronic means in accordance with the provisions of the Companies Act 2006.

By order of the Board



Michael Warren
Company Secretary

Appendix 1

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 9 and 12 to 13 (inclusive) will be proposed as ordinary resolutions; more than 50% of the votes cast at the meeting must support these resolutions in order for them to be passed. Resolutions 10 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 2006.

2 Shareholders will be asked to approve the adoption of the Directors' Remuneration Report for the year ended 31 December 2006. Under the Directors' Remuneration Report Regulations 2002, Directors are required to ask shareholders to vote on the Directors' Remuneration Report (shown on page 22 of the Annual Report and Accounts 2006). 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 Shareholders will be asked to approve payment of a final dividend of 0.4 pence per ordinary share for the year ended 31 December 2006. If this resolution is approved, the dividend will be paid on 18 June 2007 to those shareholders on the register at close of business on 18 May 2007.

4 Michael Warren was appointed as a Director of the Company in 1999 and, as one of the longest serving Directors, is required under the Articles of Association to retire by rotation.

5 Simon Howard was appointed as a Director of the Company in 1999 and, as the other longest serving Director, is also required under the Articles of Association to retire by rotation.

6 Susan Craven was appointed by the Board as a Director in January this year and the Articles of Association provide that such appointment shall last only until the next AGM.

7 and 8 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.

9 This resolution lifts the restrictions which would apply to the Directors' power 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 £169,940. This represents one third of the Company's issued share capital on 31 December 2006. This authority, if passed, will lapse at the earlier of the Annual General Meeting following its passing or, if later, on 13 September 2008. The Directors have no present intention of allotting new ordinary securities, other than pursuant to Resolution 12, but may do so in consideration for any acquisition by the Company. The Company presently holds no treasury shares.

10 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 resolution empowers them to allot shares with a nominal value totalling up to £25,490 without making any such prior offer to shareholders; this sum represents five per cent of the Company's issued share capital.

11 This Special Resolution allows the Company to buy back up to 1,274,547 of its issued ordinary shares by market purchase. This is equal to five per cent of the Company's issued share capital on 31 December 2006. 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 and 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 13 September 2008, whichever is earlier.

12 A summary of the share option scheme is set out in Appendix 2 to the Notice and the resolution gives the Board authority to adopt and operate the scheme, including making such modifications as they see fit in order to comply with regulatory requirements and in the best interests of the Company.

13 The Companies Act 2006 ('the 2006 Act') contains new provisions facilitating communications between companies and their shareholders in electronic form and by means of a website. Companies which have prior shareholder approval may now write to shareholders asking them individually if they would prefer information in printed format or via the company's website. If a shareholder fails to respond within 28 days, the company can assume that the shareholder agrees to website communications. This goes beyond previous legislation, under which a shareholder had to opt positively for communication in electronic form. Shareholders who have agreed, or been deemed to have agreed, to website communication will be notified by email or hard copy that a document has been posted for viewing on the company's website. The Company feels that these provisions enable significant time and cost savings to be made whilst also being beneficial to the environment. If this resolution is passed the shareholders will shortly receive a form from the Company's registrar, Computershare, which will explain the options for shareholders in relation to communications and invite shareholders to note their preferred option and return it to the registrar.

Appendix 2

The Work Group plc ('the Company') 2007 Employees' Share Option Scheme ('the Scheme')

A summary of the principal terms of the Scheme is set out below.

Both tax efficient Enterprise Management Incentives ('EMI') share options and unapproved options may be granted under the Scheme.

EMI options may only be granted when the appropriate HM Revenue & Customs ('HMRC') qualifying conditions are satisfied by the Company and employee.

1.1 Eligibility

All employees of participating companies in the Work Group plc group ('the Group') will be eligible to participate in the Scheme. Participation in the Scheme is at the discretion of the Remuneration Committee ('the Committee') of the Company or the trustees of any employee benefit trust established by the Company (in either case referred to as 'the Grantor').

1.2 Grant of options

Options may be granted by the Grantor. Options may be granted only during the period of 42 days following:

- the date on which the Scheme is adopted by the Company; and
- the announcement of the Company's interim or final results.

Options may also be granted at other times if the Committee considers there are circumstances sufficiently exceptional to justify the grant of options at that time.

However, no options may be granted during a prohibited period for dealings by directors or certain employees of the Company or Group whether by the Listing Rules or otherwise, except where this is permitted under the Model Code or the Company's own code on insider dealing.

An option is personal to the option holder and not transferable (other than on death when it may become exercisable by the option holder's personal representative).

No option can be granted more than 10 years after the date of adoption of the Scheme.

1.3 Exercise price

The exercise price payable for each ordinary share subject to an option shall be determined by the Committee and may be any price (including nil). Where the option will be satisfied by the issue of new shares and the exercise price is less than the nominal value of the shares, the Company shall capitalise sufficient reserves to pay up the nominal value of the shares.

It is intended that the initial options to be granted will be nil cost options.

1.4 Limits

The Scheme contains the following limits on the number of new shares which may be issued as a result of the exercise of options under the Scheme.

These limits exclude shares purchased to be held in treasury as well as any shares purchased by the Trustees. Any options or awards made prior to the admission of the Company's shares to trading on the Alternative Investment Market shall be disregarded for the purposes of the Company and individual limits.

1.4.1 Company limits

The number of shares which may be placed under option under the Scheme and any other employees' share scheme in any 10 year period may not exceed 10 per cent of the Company's issued ordinary share capital at that time.

The number of shares which may be placed under option under the Scheme and any other discretionary employees' share scheme of the Company in any 10 year period may not exceed 5 per cent of the Company's issued ordinary share capital. This 5 per cent limit may be extended (within the 10 per cent all schemes limit above) if the exercise of the option in question is dependent on the achievement of an appropriately stretching performance target.

1.4.2 Individual limits

The total market value (at the date of grant) of shares subject to options granted to an employee in the twelve month period prior to and including the date of grant may not exceed an amount equal to 200% of the highest of that employee's total remuneration (excluding bonuses, commissions and benefits in kind) (i) expressed as an annual rate as at the grant date or (ii) for the period of 12 months prior to the grant date or (iii) for any period of 12 months in which the date of grant falls.

In normal circumstances it is not expected that option grants will exceed 100% of total remuneration, however, for flexibility the Committee may wish to make higher awards in exceptional circumstances.

1.5 Performance targets

At the time of the grant of an option to a Director or senior manager of the Company, the Grantor shall set an appropriate performance target which must normally be met before the options are exercised. At the discretion of the Grantor, a performance target may also be set for the grant of options to an employee who is not a Director or senior manager.

The performance target once set will not be amended unless an event occurs which causes the Committee to consider that an amended target would be a fairer measure of performance and is not materially more or less difficult to satisfy than the original target was originally envisaged as being.

The overall policy when setting performance targets will be to set targets which are believed to be stretching and provide value to the participants commensurate with the performance achieved.

1.6 Exercise of options

Subject to the satisfaction of any performance target, options will normally be exercisable in whole or part at any time between the third anniversary (or such later date specified by the Grantor) and the tenth anniversary of the date on which the option was granted and if not exercised by the tenth anniversary of the date of grant will lapse.

If an option holder ceases to be employed within the Work Group plc group in certain circumstances, including death, disability, injury, retirement or ill-health, he may exercise his options to the extent determined by the Grantor provided that any performance target has been met. The Committee has the discretion to waive satisfaction of any performance target in these circumstances.

If the option holder ceases to be employed within the Group in any other circumstances, any options granted to him will lapse, subject to the discretion of the Committee to allow six months for exercise. If the Committee decides to permit such exercise, options granted to such an employee will be exercisable to the extent determined by the Grantor provided that any performance target has been met. The Committee has the discretion to waive satisfaction of any performance target in any of these circumstances.

If a disqualifying event occurs such that an EMI option may lose its qualifying status, the Committee has the discretion to allow option holders on such basis and to the extent that the Committee determines, to exercise their options within the period of 40 days following the date of the disqualifying event.

1.7 Change of control

In the event of a takeover, reconstruction, amalgamation or voluntary winding up of the Company, option holders may exercise their options to the extent determined by the Grantor provided that any performance target has been met. The Committee has the discretion to waive satisfaction of any performance target in these circumstances. Alternatively, if an acquiring company so permits, option holders may release their options for equivalent options over shares in the acquiring company.

1.8 Amendments to the Scheme

The Committee may alter or add to any of the provisions of the Scheme provided that no such alteration or addition shall adversely affect the rights of existing option holders unless they have approved such alterations.

Any amendments to the rules relating to the persons to whom an option may be granted; the limit on the aggregate number of shares over which options may be granted; the exercise price of an option; the extent of participation; and the adjustment of options on a reorganisation, require prior approval of the Company in general meeting, except for minor amendments to benefit the administration of the Scheme or in order to take account of a change of legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for option holders or the Company.

1.9 Overseas schemes

The Company may establish separate schemes to operate in overseas territories or in respect of overseas employees which are on substantially the same terms as the Scheme but which make such modifications to the terms as are necessary or expedient to take account of local tax, exchange control or securities laws in any one or more overseas territories (a 'Modified Scheme'). Options granted under a Modified Scheme will be included in the limits described above on the number of shares which may be placed under option.

1.10 Adjustment of options

In the event of a variation in the share capital of the Company by way of capitalisation, rights issue, consolidation, sub-division, reduction or otherwise (other than a capitalisation issue in substitution for or as an alternative to a cash dividend) options may be adjusted in such manner as the Committee determines.

1.11 Tax

Option holders must indemnify the Company in respect of any PAYE and employees' NIC arising on exercise. Payment of any related employer's NIC may be transferred to option holders.

1.12 Pensionability

Options granted under the Scheme will not be included in earnings for the purposes of calculating any regular pension contributions made by the Company.

1.13 Rights attaching to shares

Shares allotted under the Scheme shall rank equally with the shares of the Company already in issue (save as regards any rights attaching to such shares by reference to a record date prior to the date of issue).

1.14 Sources of shares and employee trust

The Scheme may be operated in conjunction with an employee benefit trust established by the Company. The trust deed of any employee benefit trust so established will preclude the trustees from holding more than 5 per cent of the Company's issued share capital at any one time.

Work Group plc

Saffron House
6–10 Kirby Street
London
EC1N 8EQ

Phone 020 7492 0000
Fax 020 7492 0001
www.workgroup.plc.uk

work
● ● ● ●
G R O U P