

2008 Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of RPS Group Plc ("Company") will be held at the offices of DLA Piper UK LLP, 3 Noble Street, London EC2V 7EE on Thursday 22nd May 2008 at 1.00 pm for the following purposes:

As Ordinary Business

1. To receive and adopt the audited financial statements of the Company for the financial year ended 31st December 2007 and the reports of the Directors and auditors thereon, and the auditable part of the Directors' remuneration report.
2. To re-elect Brook Land as a Director.
3. To re-elect Alan Hearne as a Director.
4. To receive and approve the Report on Remuneration.
5. To declare a final dividend for the financial year ended 31st December 2007 of 1.66p payable on 29th May 2008 to shareholders on the register at 11th April 2008.
6. To reappoint BDO Stoy Hayward LLP as auditors of the Company to hold office from the conclusion of the meeting until the conclusion of the next general meeting of the Company at which accounts are laid and that the Directors be authorised to agree their remuneration.

As Special Business

As Special Business, to consider and, if thought fit, to pass the following Resolution 7 proposed as an Ordinary Resolution and Resolutions 8 and 9 as Special Resolutions.

Ordinary Resolutions

7. In substitution for all existing authorities, the Directors be and they are hereby generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 ("Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80(2)

of the Act) up to an aggregate nominal amount of £877,799 during the period commencing on the date of the passing of this Resolution and expiring 15 months from the date of passing of this Resolution or, if earlier, at the conclusion of the next Annual General Meeting of the Company except that the Company may before the expiry of such period make offers or agreements which would or might require relevant securities to be allotted after the expiry of such period and the Directors may allot relevant securities pursuant to such offers or agreements as if the authority conferred hereby had not expired.

Special Resolutions

8. Subject to the passing of Resolution 7, in substitution for all existing authorities pursuant to that Section, the Directors be and they are hereby empowered in accordance with Section 95 of the Act to allot equity securities (as defined in Section 94 of the Act and including equity securities by virtue of section 94 (3A) of the Act) of the Company for cash pursuant to the authority conferred on them by Resolution 9 as if Section 89(1) of the Act did not apply to such allotment PROVIDED THAT this power shall be limited to:
 - i. the allotment of equity securities in connection with a rights issue, open offer or any other pre-emptive offer in favour of holders of equity securities (but excluding any shares held by the Company as treasury shares (as defined in section 162A (3) of the Act)) where the equity securities respectively attributable to the interests of all such holders are proportionate (as nearly as may be) to the respective amounts of equity securities held by them (subject only to such exclusions or other arrangements as the Directors may consider appropriate to deal with fractional

entitlements or legal and practical difficulties under the laws of or the requirements of any regulatory body in any territory or otherwise); and

- ii. the allotment (otherwise than pursuant to sub-paragraph i above) of equity securities up to an aggregate nominal amount of £316,110; and

such power shall expire 15 months from the date of passing of this Resolution or, if earlier, on the conclusion of the next Annual General Meeting of the Company unless renewed or revoked or extended prior to or at such Meeting except that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted after expiry of such period and the Directors may allot equity securities in pursuance of such offers or agreements as if this power conferred hereby had not expired.

9. The Company be and is hereby generally and unconditionally authorised for the purposes of Section 166 of the Act to make one or more market purchases (within the meaning of Section 163(3) of the Act) on the London Stock Exchange of ordinary shares of £0.03 each in the capital of the Company on such terms and in such manner as the Board of Directors of the Company may from time to time determine provided that:
 - i. the maximum aggregate number of ordinary shares hereby authorised to be purchased is 10,537,001 (representing 5% of the Company's issued share capital as at 13th February 2008);
 - ii. the minimum price which may be paid for such shares is £0.03 per share;
 - iii. the maximum price which may be paid for an ordinary share shall be no more than 5% above the average of the middle market

quotations for an ordinary share as derived from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the date on which the ordinary share is purchased;

- iv. unless previously renewed, varied or revoked, the authority hereby conferred shall expire 15 months from the date of passing this Resolution or, if earlier, at the conclusion of the Company's next Annual General Meeting; and

- v. the Company may make a contract or contracts to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of ordinary shares in pursuance of such contract or contracts.

By order of the Board

April Rigby
Company Secretary
Centurion Court
85 Milton Park
Abingdon
Oxfordshire OX14 4RY
15th April 2008

Notes

1. A member entitled to attend and vote at the said Meeting is entitled to appoint a proxy to attend and, on a poll, to vote in his stead. A proxy need not be a member of the Company. The appointment of a proxy will not preclude a member from attending and voting at the Meeting in person should he subsequently decide to do so.
2. (a) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof 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.
- (b) 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 CRESTCo'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 to 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 7RA01) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. 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. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
- (c) CREST members and, where applicable, their CREST sponsors or voting service providers should note that CRESTCo 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 this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- (d) 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.
3. A form of proxy is enclosed with this notice. Any form of proxy and power of attorney or other authority under which it is signed or a notarially certified or office copy of such power or authority in order to be valid must be lodged with the Company's Registrars, Equiniti Ltd, Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZL not less than 48 hours before the time of the Meeting.
4. As permitted by Regulation 41 of the Uncertificated Securities Regulations 2001, shareholders who hold shares in uncertificated form must be enrolled on the Company's register of members at 6.00 pm on 20th May 2008 or, in the event that the Meeting is adjourned, on the register of members as at 6.00pm two days prior to the time of any adjourned meeting (provided such time is not more than 48 hours prior to the time of any adjourned meeting), in order to be entitled to attend and/or vote at the Meeting in respect of the number of shares registered in their name at such time. Changes to entries on the register of members after that time will be disregarded in determining the rights of any person to attend and/or vote at the Meeting.
5. The register of interests of the Directors and their connected persons in the share capital of the Company and copies of the Directors' service contracts with the Company will be available for inspection at the registered office of the Company during normal business hours and at the place of the Meeting from 15 minutes prior to the Meeting until the conclusion of the Meeting.
6. Biographical details of the Directors who are offering themselves for re-election at the Meeting are set out on pages 38 and 39 of the enclosed annual report and accounts.
7. You may, if you wish, register your proxy appointment electronically via the website www.sharevote.co.uk ("Sharevote") or, if you hold shares through CREST, using the CREST electronic proxy appointment service. To use Sharevote, you will need the Voting ID, Task ID and Shareholder Reference Number shown overleaf. Shareholders who have registered with Equiniti Registrars' online portfolio service, Shareview, can appoint their proxy electronically by logging on to their portfolio at www.shareview.co.uk and clicking on "Company Meetings". Full instructions on the procedure are given on the respective websites. A proxy appointment made electronically will not be valid if sent to any address other than those provided or if received after 12pm on 20 May 2008. Please note that any electronic communication found to contain a computer virus will not be accepted.
8. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the Chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the 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 (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the Chairman of the 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 shareholders 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 if the Chairman is being appointed as described in (i) above.
9. You can appoint the Chairman of the meeting or anyone else to be your proxy at the AGM. You can also, if you wish, appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you.
 - To appoint the Chairman as your sole proxy in respect of all of your shares, sign and date the form of proxy, but leave all other proxy appointment details blank.
 - To appoint a single proxy other than the Chairman in respect of all of your shares, delete the words "the Chairman of the meeting or (see Note 4)" and insert the name of your proxy in the space provided. Please initial the amendment (unless you are completing an e-mail or on-line version).
 - To appoint more than one proxy, you should photocopy the form of proxy. Please indicate in the box next to the proxy holder's name, the number of shares in relation to which you authorise them to act as your proxy. Please also indicate by marking the box on the proxy form if the proxy instruction is one of multiple instructions being given. All forms of proxy must be signed and should be returned to Equiniti Ltd.