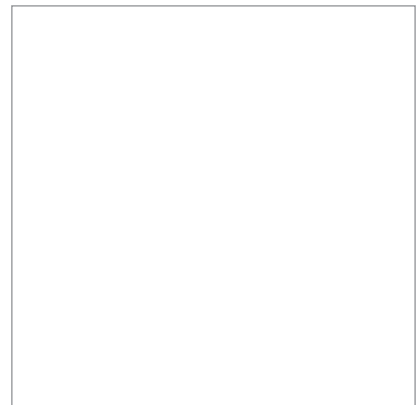
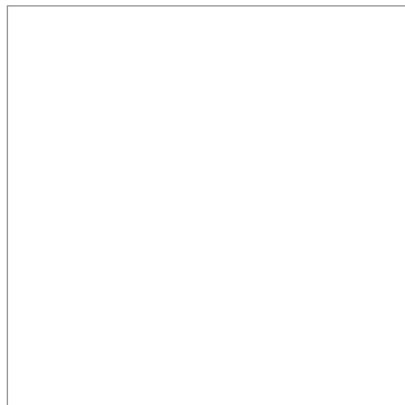
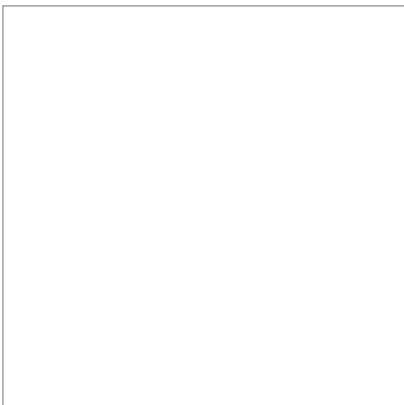
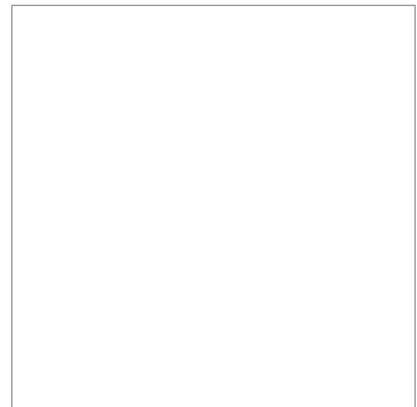
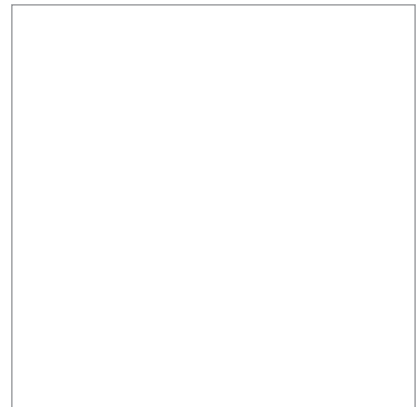


Notice of Annual General Meeting **2009**

This document is important and requires your immediate attention.

If you are in any doubt about the action you should take, you should seek your own personal financial advice from your stockbroker, bank, solicitor, fund manager or other independent financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred your shares in RPS Group Plc, please forward this document to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.



Dear Shareholder

ANNUAL GENERAL MEETING 2009

The Annual General Meeting of the Company will be held on Friday 1 May 2009 commencing 1pm at the offices of DLA Piper UK LLP, 3 Noble Street, London, EC2V 7EE. A copy of the Annual Report and Accounts of RPS Group plc for the year ended 31 December 2008, including the Annual Financial Statements and the Directors' Remuneration Report, is enclosed.

SPECIAL BUSINESS

As can be seen from the Notice of Meeting which follows this letter, there are five items of special business at this year's Annual General Meeting. A detailed explanation of these matters is included in the notes which follow. There are, however, two matters to which I should draw your attention:

2

a) Renewal of Company Incentive Plans

The RPS Group Plc Performance Share Plan (the 'PSP') was approved by shareholders at the Annual General Meeting held on 20 May 2004, at which time authority was given to operate the PSP for a period of five years. As this authority will shortly expire shareholders are being asked to approve an extension of this authority so that the PSP may be operated for a further period of five years. The terms of the PSP, which are summarised in the explanatory notes, are not to be changed and remain as approved by shareholders in 2004. The PSP has proved to be a valuable tool to incentivise and retain the Company's more senior employees. A total of 253 employees currently participate in the PSP. The average award size at the time of grant has been £5,832 with the average value of total subsisting awards held by a participant being £14,614. The Company's Executive Directors have not been eligible to participate in the PSP and will not be in future.

The RPS Group Plc Long Term Incentive Plan was also approved for a five year period in 2004. The only participants in this plan have been the Company's Executive Directors. As the Remuneration Committee is currently reviewing future equity-based incentives for the Executive Directors, shareholders are not, at this stage, being asked to approve either a renewal of this Plan or its replacement by an alternative. Proposals may, however, be made to shareholders in due course.

b) Articles of Association

It is proposed in resolution 14 to adopt new articles of association (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 ('2006 Act').

The 2006 Act is being implemented in stages: some of its provisions are already in force and it is proposed that the remaining provisions are implemented on 1 October 2009. The New Articles are intended to reflect provisions of the 2006 Act that are in force as at 1 October 2008. Due to the phased nature of implementation of the 2006 Act, it is likely that further changes to the Company's articles of association will be proposed at a later annual general meeting. The principal changes introduced in the New Articles are summarised in the explanatory notes to the AGM notice. Other changes which have been made to the New Articles, which are of a minor, technical or clarifying nature and also some additional minor changes which merely reflect changes brought about by the 2006 Act have not been noted in the explanatory note to the AGM notice. The New Articles showing all the changes to the Current Articles are available for inspection, as noted on page 5 of the accompanying notice of AGM.

RECOMMENDATION

Your directors consider that all the proposals to be considered at the Annual General Meeting are in the best interests of the Company and of its shareholders as a whole. They recommend that you vote in favour of these resolutions, as they intend to do in respect of their own beneficial holdings.

ACTIONS TO BE TAKEN

Enclosed with this circular is a Form of Proxy for the resolutions to be proposed at the Annual General Meeting. You are requested to complete, sign and return the Form of Proxy in accordance with the directions as soon as possible and in any event so that it is received not less than 48 hours before the time appointed for the Meeting. Completion and return of the Form of Proxy will not prevent you from attending the Meeting and voting in person should you wish to do so.

Should you have any questions please contact the Registrars helpline on 0871 384 2083 or the Company Secretary at the address above.

Yours faithfully
for RPS Group plc

Brook Land
Chairman

2009 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 Friday 1 May 2009 at 1.00pm for the following purposes.

To consider and, if thought fit, pass the following resolutions. Resolutions 1 to 11 and 15 will be proposed as ordinary resolutions and Resolutions 12 to 14 will be proposed as special resolutions.

As Ordinary Business

1. To receive and adopt the audited financial statements of the Company for the financial year ended 31 December 2008 and the reports of the Directors and auditors thereon, and the auditable part of the Directors' remuneration report.
2. To declare a final dividend for the financial year ended 31 December 2008 of 1.91p per ordinary share in the capital of the Company payable on 28 May 2009 to shareholders on the register at 17 April 2009.
3. To receive and approve the Report on Remuneration for the financial year ended 31 December 2008.
4. To elect Louise Charlton as a Director.
5. To re-elect Philip Williams as a Director.
6. To re-elect Gary Young as a Director.
7. To re-elect Karen McPherson as a Director.
8. To re-elect Roger Devlin as a Director.

9. To re-elect Brook Land as a Director.
10. 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 determine their remuneration.

As Special Business

11. 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 £790,000 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.
12. Subject to the passing of Resolution 11, in substitution for all existing authorities, 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 11 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 an offer (whether by way of a rights issue, open offer or otherwise) 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 or stock exchange 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 £320,000; 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.

13. 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 3 pence 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 10,650,000 (representing 5% of the Company's issued share capital as at 13 February 2009);
- ii. the minimum price (exclusive of expenses) which may be paid for such shares is 3 pence per ordinary share;

- iii. the maximum price (exclusive of expenses) which may be paid for an ordinary share is an amount equal to 105% of 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;

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, except that 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 pursuant to any such contract or contracts as if the authority conferred by this Resolution had not expired.

14. That with effect from the conclusion of the meeting, the form of Articles of Association produced to the meeting and initialled by the Chairman for the purposes of identification, be approved and adopted as the new Articles of Association of the Company, in substitution for, and to the exclusion of, the existing Articles of Association.

15. That the RPS Group Plc Performance Share Plan (the 'PSP'), the principle terms of which are summarised in Note 15 of the Explanatory Notes to the Notice of Meeting and the rules of which are produced to the Meeting and initialled by the Chairman of the Meeting for the purpose of identification, be and are hereby approved and that the Directors be authorised to do all acts and things which they may consider necessary or expedient to carry the renewal of the PSP into effect.

By order of the Board

Nicholas Rowe
Company Secretary
Centurion Court
85 Milton Park
Abingdon
Oxfordshire OX14 4RY
30 March 2009

Notes

1. A member entitled to attend and vote at the said Meeting is entitled to appoint one or more persons as proxies to attend, speak and vote. 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 Euroclear UK & Ireland Limited's (formerly 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 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 RA19) by the latest time(s) for receipt of proxy appointments specified in the notice of Meeting. No message received through the CREST network after this time will be accepted. 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 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 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 completed, signed and 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 6.00pm on 29 April 2009 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 6.00pm on 29 April 2009, or in the event that the Meeting is adjourned, after 6.00pm on the day two days prior to any adjourned Meeting, shall be disregarded in determining the rights of any person to attend and/or vote at the Meeting.
5. The following documents may be inspected during normal business hours at the Company's registered office (excluding weekends and public holidays) and at the place of the Meeting from 15 minutes prior to the meeting until the conclusion of the meeting:
 - (a) copies of the service contracts and letters of appointment of the directors; and
 - (b) amended articles of association.
6. 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 1.00pm on 29 April 2009. Please note that any electronic communication found to contain a computer virus will not be accepted.

7. 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.

8. You can appoint the Chairman of the Meeting or anyone else to be your proxy at the Meeting. 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" and insert the name of your proxy in the space provided. Please initial the amendment (unless you are completing an email or on-line version).
 - * To appoint more than one proxy, you will need to complete a separate proxy form in relation to each appointment. Additional proxy forms may be obtained from the Registrar's helpline on 0871 384 2083 or you may 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. A failure to specify the number of shares each proxy appointment relates to or specifying a number in excess of those held by you may result in the proxy

appointment being invalid. 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.

- * The right of a shareholder under section 324 of the Companies Act 2006 ("2006 Act") to appoint a proxy does not apply to a person nominated to enjoy information rights under section 146 of the 2006 Act.
9. Where a copy of this notice is being received by a person who has been nominated to enjoy information rights under section 146 of the 2006 Act ("nominee"):
- (a) the nominee may have a right under an agreement between the nominee and the member by whom he was appointed, to be appointed, or have someone else appointed, as a proxy for the meeting; or
 - (b) if the nominee does not have any such right or does not wish to exercise such right, the nominee may have a right under any such agreement to give instructions to the member as to the exercise of voting rights.
10. Except as provided above, members who wish to communicate with the Company in relation to the meeting should do so using the following means:
- (a) calling our shareholder helpline on 0870 384 2083; or
 - (b) contacting the Company Secretary at the address shown above.

No other methods of communication will be accepted.

Explanatory Notes

RESOLUTION 1 ACCOUNTS

The directors must present to the meeting the Company's annual report and accounts for the year ended 31 December 2008 together with the directors' report and auditors' report thereon. The annual report and accounts for year ended 31 December 2008 is available on the Company's website at www.rpsgroup.com.

RESOLUTION 2 DIVIDEND

A final dividend can only be paid after it has been approved by the shareholders and cannot exceed the amount recommended by the board. A final dividend of 1.91 pence per ordinary share is recommended for payment by the board to the shareholders who are entered in the register of members of the Company at the close of business on 17 April 2009 and, if approved, the date of payment of the final dividend will be 28 May 2009.

RESOLUTION 3 APPROVAL OF DIRECTORS' REMUNERATION REPORT

The Companies Act 1985 requires that the directors seek the approval of the shareholders to the directors' remuneration report as set out on pages 48 to 53 of the company's annual report.

RESOLUTION 4 ELECTION OF DIRECTOR

Louise Charlton was appointed as a director during the year and is accordingly seeking election by shareholders in accordance with the Company's articles. Biographical details are set out on page 43 of the Annual Report and Accounts.

RESOLUTIONS 5, 6, 7, 8 AND 9 RE-ELECTION OF DIRECTORS

Biographical details of the directors seeking re-election are set out on pages 34 to 41 of the Annual Report and Accounts. The Board has concluded that the directors seeking re-election continue to make an effective contribution to the Board and demonstrate commitment to

their roles. The Board therefore recommends the re-election of these directors.

RESOLUTION 10 REAPPOINTMENT OF AUDITORS

The Companies Act 2006 requires that the auditors of a company must be reappointed at each general meeting at which accounts are presented. Resolution 10 proposes the reappointment of the Company's existing auditors, BDO Stoy Hayward LLP, until the next annual general meeting and in accordance with practice authorises the Directors to determine the auditors' remuneration.

RESOLUTION 11 AUTHORITY TO ALLOT SHARES

The Companies Act 1985 requires that to allot unissued shares the directors must receive authority from shareholders. This resolution would authorise the Directors to issue authorised but unissued share capital of the Company being ordinary shares of 3p each with an aggregate nominal value of £790,000, which represents approximately 12.4 % of the Company's issued share capital.

The Company holds no shares as treasury shares (within the meaning of section 162A of the Companies Act 1985) at the date of this notice.

If given, this authority will expire 15 months from the date the Resolution is passed, or if earlier, on the date of the Company's next annual general meeting.

The Directors have no current intention of exercising this authority other than to allot shares to satisfy outstanding commitments to issue shares as consideration under previous acquisition agreements and under the Company's employee share plans.

RESOLUTION 12 DISAPPLICATION OF PRE-EMPTION RIGHTS

The Companies Act 1985 requires that, subject

to certain exceptions, before directors of a company can issue any new shares (including the sale of treasury shares) for cash, the new shares must first be offered to existing members of the company in proportion to the number of shares which they hold at the time of the offer.

This resolution would disapply the pre-emption provisions of Section 89 of the Companies Act 1985 to allow the Directors to allot equity securities or sell treasury shares for cash only:

- (a) up to an aggregate nominal amount of £320,000 (being approximately 5% of the existing issued ordinary share capital of the Company at the date of this notice); and
- (b) in a rights issue.

This means that the rights of existing shareholders are protected. If a share issue is not a rights issue, the proportionate interest of existing shareholders could not, without their agreement, be reduced by more than 5 per cent by the issue of new shares or the sale of treasury shares for cash to new shareholders. Such authority would expire on the conclusion of the 2010 Annual General Meeting. The Directors have no current intention of exercising this authority.

The Company would not, without prior consultation with shareholders, use this authority to issue shares exceeding 7.5% of the issued ordinary share capital of the Company within a rolling three-year period.

RESOLUTION 13 AUTHORITY TO PURCHASE OWN SHARES

The Companies Act 1985 requires that a company must be authorised by its shareholders to purchase its own shares. This resolution seeks authority for the Company to make market purchases of its own shares within the limits set out.

This resolution would renew the authority for the Company to purchase its own shares. If the

resolution is passed, the maximum number of shares capable of being purchased under the proposed authority will be 10,650,000 ordinary shares of 3p each (representing approximately 5% of the issued share capital of the Company as at 13 February 2009). The minimum and maximum prices for such a purchase are set out in the text of the Resolution. Such authority shall expire on the earlier of the next Annual General Meeting of the Company or 15 months from the passing of the resolution. The Directors have no present intention of exercising this authority. Any authority granted would only be exercised if the Directors had an expectation that such purchase would result in an increase in earnings per share and would be in the best interests of shareholders generally.

The total number of outstanding options to subscribe for equity shares as at the date hereof was 1,501,441. These rights represent 0.7% of the issued share capital of the Company as at such date and would represent 0.74% of the issued share capital of the Company, if the full authority to purchase its own shares in accordance with the resolution were to be exercised by the company.

RESOLUTION 14 ARTICLES OF ASSOCIATION

The material differences between the Current Articles and the New Articles are summarised below. Changes of a minor, conforming or purely technical nature have not been mentioned specifically.

1. Articles which duplicate statutory provisions

Provisions in the Current Articles which replicate provisions contained in the 2006 Act are in the main removed in the New Articles. This is in line with the approach advocated by the Government that statutory provisions should not be duplicated in a company's constitution.

Certain examples of such provisions include provisions as to the form of resolutions, the requirement to keep accounting records and provisions regarding the period of notice required to convene general meetings. The main changes made to reflect this approach are detailed below.

2. Form of resolution

The Current Articles contain references to extraordinary resolutions. These references are being removed as the concept of extraordinary resolutions has not been retained under the 2006 Act.

3. Fractions

The Current Articles contain a provision providing that if a consolidation of shares results in members being entitled to fractions of shares, the board can deal with such fractions as it thinks fit, including selling the fractions and distributing the proceeds in proportion among the members. For clarity, this provision has been amended in the New Articles to provide where any member's entitlement to a portion of the proceeds of sale of the fractions amounts to less than £3.00, the board can distribute that member's proceeds to charity.

4. Convening general meetings

The provisions in the Current Articles dealing with the convening of general meetings and the length of notice required to convene general meetings are being removed in the New Articles because the relevant matters are provided for in the 2006 Act. In particular a general meeting (other than an annual general meeting) to consider a special resolution can be convened on 14 days' notice whereas previously 21 days' notice was required. In

addition, the chairman of a general meeting no longer has a casting vote.

5. Votes of members

Under the 2006 Act proxies are entitled to vote on a show of hands whereas under the Current Articles proxies are only entitled to vote on a poll. The time limits for the appointment or termination of a proxy appointment have been altered by the 2006 Act so that the articles cannot provide that they should be received

- more than 48 hours before the meeting or adjourned meeting; or
- in the case of a poll taken more than 48 hours after it was demanded, more than 24 hours before the taking of the poll; or
- in the case of a poll taken more than 48 hours after it was demanded, no earlier than the time at which it was demanded.

The New Articles give the directors discretion, when calculating these time limits, to exclude weekends and bank holidays.

Multiple proxies may be appointed provided that each proxy is appointed to exercise the rights attached to a different share held by the shareholder. The New Articles reflect all of these provisions.

Under section 323(1) of the 2006 Act, a corporate shareholder can now appoint more than one corporate representative. The Company is aware of concerns that have been raised about the effect of section 323(4) of the 2006 Act, which provides that where multiple corporate representatives of the same corporate shareholder vote differently, the power to vote is treated as not having been exercised. As the New Articles generally avoid duplicating provisions of the 2006 Act, the New

Articles do not incorporate or explicitly reflect the terms of section 323(4) of the 2006 Act. The Company intends to take account of best practice to allow, as far as possible, multiple corporate representatives to attend general meetings of the Company and ensure their votes are counted.

6. Age of directors on appointment

The Current Articles contain a provision limiting the age at which a director can be appointed. Such provision could now fall foul of the Employment Equality (Age) Regulations 2006 and so has been removed from the New Articles.

7. Records to be kept

The provision in the Current Articles requiring the board to keep accounting records has been removed as this requirement is contained in the 2006 Act.

8. Directors' indemnities

The 2006 Act has in some areas widened the scope of the powers of a company to indemnify directors. In particular, a company that is a trustee of an occupational pension scheme can now indemnify a director against liability incurred in connection with the company's activities as trustee of the scheme. This is reflected in the New Articles. The opportunity is also being taken to clarify that, subject to the 2006 Act, the Company may grant indemnities to directors of associated companies.

The New Articles also contain a provision allowing a director to vote and be counted in the quorum at a board meeting in respect of any resolution concerning indemnification (including loans) by the Company in relation to the performance of his or her duties. This clarifies the ability of the board to adopt indemnities in favour of directors in accordance with the 2006 Act.

9. Directors' fees

The New Articles fix the aggregate of fees that may be paid to directors of the Company for their services at £500,000. This limit is in line with market practice and provides flexibility for the future. Shareholders should note that this aggregate limit does not apply to salaried executive directors.

11. Uncertificated Shares

The New Articles specifically refer to uncertificated shares and how these should be dealt with; the relevant provisions reflect current law and practice.

12. General

Several statutory references have been amended in the New Articles to take account of the implementation of provisions in the 2006 Act and repeal of corresponding sections of the Companies Act 1985. Some definitions have also been changed and additional definitions added to bring them in line with relevant provisions of the 2006 Act. In addition, other miscellaneous non-material changes have been made to reflect current law and practice.

13. Conflicts of interest

The 2006 Act sets out directors' general duties which largely codify the existing law but with some changes. Under the 2006 Act, from 1 October 2008 a director must avoid a situation where he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict with the company's interests. The requirement is very broad and could apply, for example, if a director becomes a director of another company or a trustee of another organisation.

Section 175(5)(b) of the 2006 Act allows directors of public companies to authorise conflicts and potential conflicts where the articles of association contain a provision

to this effect. The 2006 Act also allows the articles of association to contain other provisions for dealing with directors' conflicts of interest so that the relevant company's directors may avoid breaching their duties. The New Articles give the directors authority to approve conflicts and potential conflicts of interest and include other provisions to allow conflicts of interest to be dealt with in a similar way to the current position.

There are safeguards which will apply when directors decide whether to authorise a conflict or potential conflict. First, only independent directors (ie those who have no interest in the matter being considered) will be able to take the relevant decision, and secondly, in taking the decision the directors must act in a way they consider, in good faith, will be most likely to promote the Company's success. The directors will be able to impose limits or conditions when giving authorisation if they think this is appropriate.

It is also proposed that the New Articles should contain provisions relating to confidential information, attendance at board meetings and availability of board papers. These provisions will only apply where the position giving rise to the potential conflict has previously been authorised by the directors as set out above.

RESOLUTION 15 RENEWAL OF THE APPROVAL FOR THE RPS GROUP PLC PERFORMANCE SHARE PLAN

The principal terms of the PSP, which are the same as those approved by shareholders at the Annual General Meeting held on 20 May 2004 are summarised below.

Item	Performance Share Plan
Number of Employees Participating	Approximately 250 employees.
Nature of the Right	A conditional right over a whole number of shares or a nil cost option over a whole number of shares "Performance Share Award".
Maximum Individual Limits	50% of salary p.a.
Performance Condition	Individual and Divisional Performance measured either at the date of grant or at the end of a holding period.
Corporate Dilution Limits (including Treasury Shares)	10% in 10 years under all share arrangements. 5% in 10 years for all discretionary share arrangements (no discretion to exceed the 5% limit). The Remuneration Committee will monitor the issue of new shares to ensure a balanced policy.
Cessation of Employment	If a participant ceases employment during the holding period the balance of Performance Shares not released will normally be forfeited provided that the Board will have discretion to release some or all of the Performance Shares. On cessation for injury, disability, ill health, redundancy, retirement or death, there may be a proportionate release of Performance Share Awards depending upon the lapse of time.
Change of Control	On a change of control Performance Shares will be released proportionate to the amount of the relevant holding periods completed on the date of the change of control.

Operation

The Committee, the members of which are Non-Executive Directors, supervises the operation of the PSP.

Eligible Employees

Any employee of the Company selected by the Committee. Executive and Non-Executive Directors are not eligible to participate in the Plan.

Grant of Performance Share Awards

Performance Share Awards will normally be granted to each Participant within a 42 day period following the date of publication of the interim or annual results of the Company. No awards will be granted during a Close Period.

Performance Share Awards will either be conditional grants of Shares or nil cost options.

Conditions Attaching to Performance Share Awards

Performance Share Awards are subject to a holding period set by the Committee at the date of grant.

Performance Share Awards may be the subject of early release on cessation of employment or change of control.

Limits

The maximum market value of Shares subject to a Performance Share Award at the relevant date of grant shall not exceed in aggregate 50% of the Participant's salary in any calendar year.

The Company may issue 10% of its Shares within a 10 year period to satisfy awards to Participants in the PSP and any other share plan operated by the Company under which Shares are issued. Where awards, which will be satisfied by the issue of Shares are granted

under a discretionary share plan, no more than 5% of the Company's Shares will be issued under the PSP or any discretionary share plan operated by the Company. The Committee will be monitoring the issue of Shares during the 10 year period.

Release of Performance Share Awards

Performance Share Awards will normally be released at the end of the applicable holding period, subject to continued employment, and any other conditions, determined at the date of grant of the relevant Performance Share Award. The release of Performance Share Awards is conditional upon the Participant paying any taxes due as a result of such a release. It is the current intention that the Company will pay employers' National Insurance contributions.

Allotment and Transfer of Shares

Shares subscribed will not rank for dividends

payable by reference to a record date falling before the date on which the Shares are acquired but will otherwise rank *pari passu* with existing Shares.

Application will be made for the admission of the new Shares to be issued to the Official List of, and to trading on, the London Stock Exchange plc's markets for listed securities following the release of a Performance Share Award.

Cessation of Employment

If a Participant leaves employment prior to the expiry of the holding period then the Performance Share Award will normally lapse.

If a Participant's cessation of employment is the result of specified events, for example injury, disability, ill health, redundancy, retirement or death, the Committee may determine that part or all of that Participant's Performance Share Awards may be released to the Participant. In applying this discretion the Committee shall pro-rata the number of Shares subject to the Performance Share Award which shall be released dependent upon the proportion of the relevant holding period completed on the date of cessation.

Change of Control

In the event of a takeover, reconstruction, amalgamation or winding up of the Company then the number of Shares subject to the Performance Share Awards, which will be released, shall be pro-rated to take into account the amount of the relevant holding periods completed.

In certain circumstances, awards may be exchanged for awards over shares in the acquiring company.

It should be noted that Performance Share Awards will only be released on a reconstruction or amalgamation of the Company in circumstances where the reconstruction or amalgamation amounts to a

proper change in Control of the Company i.e. new ownership of the Company.

In the event of a merger or demerger of the Company, the Committee may determine that all Performance Share Awards may be released provided that the above change of control provisions are applied. Further, for these provisions to apply, the merger or demerger must amount to a proper change in control of the Company.

Alternatively, the number of Shares comprised in a Performance Share Award and the terms and conditions applying may be adjusted, as the Committee in its discretion shall determine and the advisors of the Company confirm to be fair and reasonable.

Adjustment of Awards

On a variation of the capital of the Company, the number of Shares subject to a Performance Share Award may be adjusted in such manner as the Committee determines and the advisors of the Company confirm to be fair and reasonable.

Duration

The Committee may not grant awards under the PSP more than five years after its renewal.

Amendments

Amendments to the Rules may be made at the discretion of the Committee. However, the provisions governing eligibility requirements, equity dilution, share utilisation and individual participation limits and the adjustments that may be made following a rights issue or any other variation of capital together with the limitations on the number of Shares that may be issued cannot be altered to the advantage of Participants without prior shareholder approval, except for minor amendments to benefit the administration of the PSP; to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for Participants or for the Group.

The Committee may add to, vary or amend the Rules of the PSP by way of a separate schedule in order that the PSP may operate to take account of local legislative and regulatory treatment for Participants or the relevant group company, provided that the parameters of these arrangements will provide no greater benefits than the rules of the PSP as summarised above.

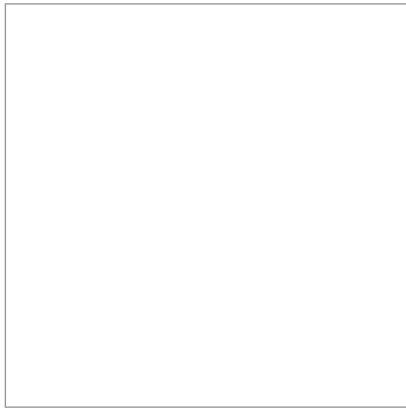
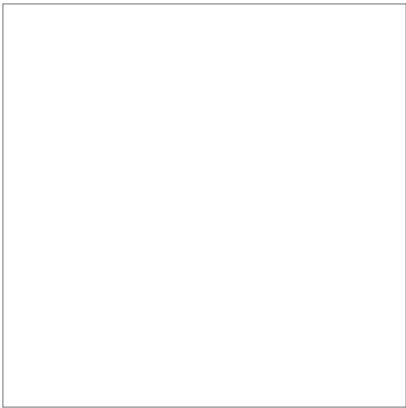
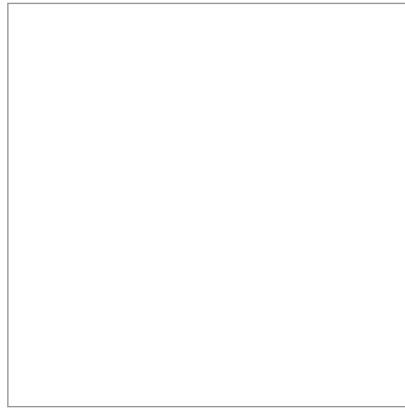
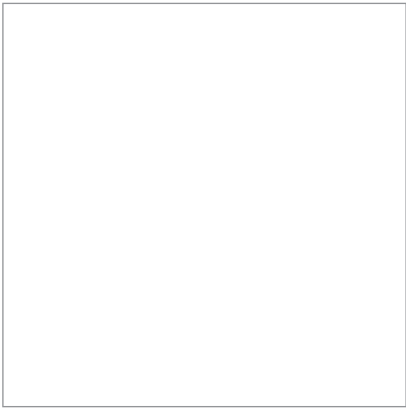
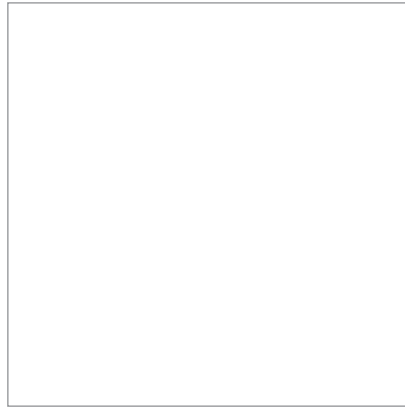
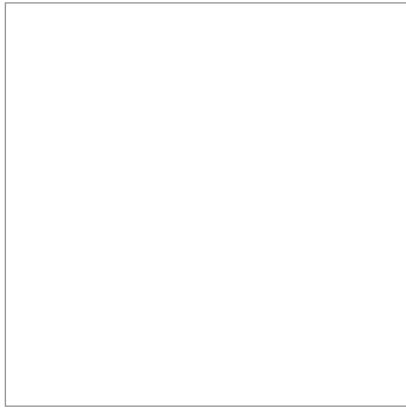
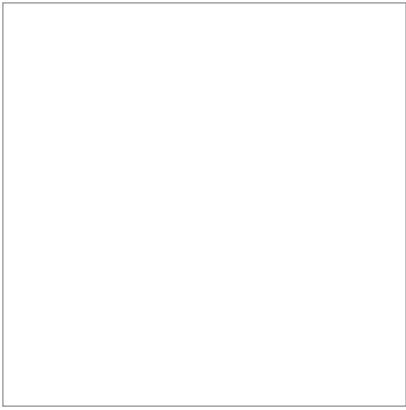
General

Shares acquired, awards and any other rights granted pursuant to the PSP are non-pensionable.

Non-Transferability of PSP Awards

Performance Share Awards are not transferable except in the case of a Participant for whom a trustee is acting, in which case the trustee will be able to transfer the benefit to the Participant.

This Note summarises the main features of the PSP, but does not form part of it and should not be taken as affecting the interpretation of the detailed terms and conditions constituting the Rules. Copies of the Rules will be available for inspection at the registered office of the Company, Centurion Court, 85 Milton Park, Abingdon, Oxon, OX14 4RY (Saturdays, Sundays and bank holidays excepted) from the date of dispatch of the Notice of Meeting up to and including the date of the Meeting and at the Meeting itself. The Directors reserve the right, up to the time of the Meeting, to make such amendments and additions to the Rules as they consider necessary or desirable, provided that such amendments and additions do not conflict in any material respect with the summary set out in this Note.



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