

Notice of Annual General Meeting **2012**

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 2012

The Annual General Meeting of the Company will be held on Friday 4 May 2012 commencing at 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 2011, including the Annual Financial Statements and the Directors' Remuneration Report, is enclosed.

As can be seen from the Notice of Meeting that follows this letter, this year's Annual General Meeting will deal with regular items of ordinary business as well as four items of special business. As last year and in accordance with best practice all of our directors, with the exception of Tracey Graham, will be seeking re-election by shareholders. Tracey Graham was appointed by the Board during the year and is, accordingly seeking election by shareholders. We are pleased that John Bennett whose current term of office expires this year has agreed to continue as a Non-Executive Director for a further three year term. Resolution 12 which relates to the re-appointment of the Auditors is being proposed on the basis that special notice is being provided in accordance with section 515 of the Companies Act 2006.

The items of special business relate to the usual authorities in connection with the issue and market purchase of shares, as well as a further authority to hold general meetings of the Company (other than annual general meetings) on less than 21 days' notice.

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, using the envelope provided, in accordance with the directions as soon as possible. This should be received not less than 48 hours before the time appointed for the meeting excluding any part of a day which is a non-working day. 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 for UK shareholders or +44 121 415 7047 for overseas shareholders or the Company Secretary at the address above. Calls to the number for UK shareholders are charged at 8p per minute from a BT landline, other providers' costs may vary. Lines are open 8.30am to 5.30pm, Monday to Friday.

Yours faithfully
for RPS Group plc

Brook Land
Chairman

2012 Notice of Annual General Meeting

Notice is hereby given that the 2012 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 4 May 2012 at 1.00pm for the following purposes.

To consider and, if thought fit, pass the following resolutions. Resolutions 1 to 14 will be proposed as ordinary resolutions and Resolutions 15 to 17 will be proposed as special resolutions. Resolution 12 will be proposed on the basis that special notice is being provided in accordance with Section 515 of the Companies Act 2006 ("Act").

Ordinary Resolutions

1. To receive and adopt the audited financial statements of the Company for the financial year ended 31 December 2011 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 2011 of 2.9 pence per ordinary share in the capital of the Company payable on 25 May 2012 to shareholders whose names appear on the register at close of business on 13 April 2012.
3. To receive and approve the directors' report on remuneration for the financial year ended 31 December 2011.
4. To elect Tracey Graham, who was appointed by the Board since the last annual general meeting, as a director.
5. To re-elect John Bennett as a director.
6. To re-elect Louise Charlton as a director.

7. To re-elect Robert Miller-Bakewell as a director.
8. To re-elect Alan Hearne as a director.
9. To re-elect Brook Land as a director.
10. To re-elect Phil Williams as a director.
11. To re-elect Gary Young as a director.
12. To re-appoint Ernst & Young LLP as auditors of the Company.
13. To authorise the directors to determine the auditors' remuneration.

Special Business

14. In substitution for all existing authorities (which, to the extent unused at the date of this resolution, are revoked with immediate effect), the directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Act to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £2,185,000 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 shares to be allotted or rights to subscribe for or to convert security into shares to be granted after the expiry of such period and the directors may allot shares or grant such rights

pursuant to such offers or agreements as if the authority conferred hereby had not expired.

15. Subject to the passing of resolution 14, in substitution for all existing authorities (which, to the extent unused at the date of this resolution, are revoked with immediate effect), the directors be and they are hereby generally empowered to allot equity securities (within the meaning of section 560 of the Act) of the Company for cash pursuant to section 570 of the Act, and the authority granted by resolution 14 and to sell ordinary shares held by the Company as treasury shares for cash pursuant to section 573 of the Act, as if section 561(1) of the Act did not apply to such allotment or sale, PROVIDED THAT this power shall be limited to:

- i. the allotment of equity securities or sale of treasury shares in connection with an offer (whether by way of a rights issue, open offer or otherwise) of equity securities:
 - (a) to holders of ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them; and
 - (b) to holders of other equity securities in the capital of the Company, as required by the rights of those securities or, subject to such rights, as the directors otherwise consider necessary, (subject only to such exclusions or other

arrangements as the directors may consider appropriate or expedient to deal with treasury shares, fractional entitlements, record dates 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 and sale of treasury shares in each case up to an aggregate nominal amount of £327,000;

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 or treasury shares to be sold after expiry of such period and the directors may allot equity securities or sell treasury shares for cash in pursuance of such offers or agreements as if this power conferred hereby had not expired.

- 16. The Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Act to make one or more market purchases (within the meaning

of section 693(4) 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 10,930,000 (representing approximately 5% of the Company's issued share capital as at 1 March 2012);
- 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 the higher of:
 - (a) 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 plc for the five business days immediately preceding the date on which the ordinary share is purchased; and
 - (b) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase

is carried out and 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.

- 17. That a general meeting (other than an annual general meeting) may be called on not less than 14 clear days' notice.

By order of the Board

Nicholas Rowe

Company Secretary
20 Milton Park
Abingdon
Oxfordshire OX14 4SH
30 March 2012

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 which can be viewed at www.euroclear.com/CREST. 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 is 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 Company's Registrar 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 using the envelope provided with the Company's Registrars, Equiniti Ltd, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA not less than 48 hours before the time of the meeting excluding any part of a day which is a non-working day.
4. The right to vote at a meeting is determined by reference to the register of members. Only those shareholders registered in the register of members at 6.00pm on 2 May 2012 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 excluding any part of a day which is a non-working day, shall 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 2 May 2012, or in the event that the meeting is adjourned, after 6.00pm on the day two days prior to any adjourned meeting, excluding any day or part of a day which is a non-working day shall be disregarded in determining the rights of any person to attend and/or vote (and the number of votes they may cast) 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) from the date of this notice until the time of the meeting 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 of the executive directors; and
 - (b) copies of the letters of appointment of the non-executive directors.
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 contained on the proxy card. 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 the link underneath the Company's name. 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 2 May 2012 (or, if the meeting is adjourned, no later than 48 hours before the time of any adjourned meeting excluding any part of a day which is a non-working day). Please note that any electronic communication found to contain computer virus will not be accepted.
7. 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:
 - (a) 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;
 - (b) 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);
 - (c) 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* for UK shareholders and +44 121 415 7047 for overseas shareholders 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;
 - (d) the right of a shareholder under section 324 of the Act to appoint a proxy does not apply to a person nominated to

enjoy information rights under section 146 of the Act.

8. A shareholder which is a corporation may authorize one or more persons to act as its representative(s) at the meeting. Each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual shareholder, provided that (where there is more than one representative and the vote is otherwise than on a show of hands) they do not do so in relation to the same shares.

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 Act ("nominee"):

(a) the nominee may have a right under an agreement between the nominee and the member by whom he was nominated, 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.

The statement of rights of shareholders in relation to the appointment of proxies in notes 1, 2, 3, 6 and 7 above does not apply to a nominee. The rights described in such notes can only be exercised by shareholders of the Company.

10. As at 26 March 2012 (being the latest practicable date before the publication of this notice), the Company's issued share capital consisted of 218,806,805 ordinary shares of 3p each, carrying one voting right each. The Company does not hold any ordinary shares in treasury. Therefore, the total voting rights in the Company as at 26 March 2012 are 218,806,805.

11. A shareholder or shareholders having a right to vote at the meeting and holding at least five per cent of the total voting rights of the Company, or at least 100

shareholders having a right to vote at the meeting and holding, on average, at least £100 of paid up share capital, may require the Company to publish on its website a statement setting out any matter that such shareholders propose to raise at the meeting relating to the audit of the Company's accounts (including the auditors' report and the conduct of the audit) that are to be laid before the meeting in accordance with section 527 of the Act.

Any such request must:

(a) identify the statement to which it relates, by either setting out the statement in full or, if supporting a statement requested by another shareholder, clearly identifying the statement which is being supported;

(b) comply with the requirements set out in note 11; and

(c) be received by the Company at least one week before the meeting.

Where the Company is required to publish such a statement on its website:

(i) it may not require the shareholders making the request to pay any expenses incurred by the Company in complying with the request;

(ii) it must forward the statement to the Company's auditors no later than the time when it makes the statement available on the website; and

(iii) the statement may be dealt with as part of the business of the meeting.

For information on voting rights, including the total voting rights of the Company, please refer to www.rpsgroup.com.

12. Any request by a shareholder or shareholders to require the Company to publish audit concerns as set out in note 11:

(i) may be made either:

(1) in hard copy, by sending it for the attention of the Company Secretary to RPS Group Plc, 20 Milton Park, Abingdon, Oxfordshire OX14 4SH; or

(2) in electronic form, by sending it to 01235 834698, marked for the attention of Nicholas Rowe or email nick.rowe@rpsgroup.com (please state "RPS Group Plc: AGM" in the subject line of the email);

(ii) must state the full name(s) and address(es) of the shareholder(s); and

(iii) (where the request is made in hard copy form or by fax) must be signed by the shareholder(s).

13. Shareholders have the right to ask questions at the meeting relating to the business being dealt with at the meeting in accordance with section 319A of the Act. The Company must answer any such question unless:

(a) to do so would interfere unduly with the preparation for the meeting or would involve the disclosure of confidential information;

(b) the answer has already been given on a website in the form of an answer to a question; or

(c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

14. The information required by section 311A of the Act to be published in advance of the meeting, which includes the matters set out in this notice and information relating to voting rights of shareholders, is available at www.rpsgroup.com.

15. 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* for UK shareholders or +44 121 415 7047 for overseas shareholders; or

(b) contacting the Company Secretary at the address shown above.

No other methods of communication will be accepted.

*Calls to this number are charged at 8p per minute from a BT landline, other providers' costs may vary. Lines open 8.30am to 5.30pm, Monday to Friday.

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 2011 together with the directors' report and auditors' report thereon. The annual report and accounts for year ended 31 December 2011 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 2.9 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 13 April 2012 and, if approved, will be payable on 25 May 2012.

RESOLUTION 3 APPROVAL OF DIRECTORS' REMUNERATION REPORT

The Companies Act 2006 requires that the directors seek the approval of the shareholders to the directors' remuneration report as set out on pages 27 to 34 of the Company's Annual Report and Accounts.

RESOLUTION 4 ELECTION OF DIRECTOR

Tracey Graham was appointed by the Board as a director on 12 September 2011 and in accordance with the Company's articles of association is seeking election by shareholders. This resolution gives shareholders the opportunity to confirm Mrs Graham's appointment. Biographical details are as set out on page 15 of the Company's Annual Report and Accounts.

RESOLUTIONS 5 to 11 RE-ELECTION OF DIRECTORS

In accordance with recognised best practice all of the other directors are seeking re-election. Biographical details of all the directors are set out on page 15 of the Company's Report and Accounts and the range of skills that they offer is outlined on page 25. 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. All directors are subject to regular performance appraisals. The Board therefore recommends, as separate resolutions, the re-election of all these directors.

RESOLUTION 12 REAPPOINTMENT OF AUDITORS

During the year and following a review, Ernst & Young LLP were appointed as auditors by the directors. In accordance with the Companies Act 2006, resolution 13 proposes the re-appointment of Ernst & Young LLP as auditors.

RESOLUTION 13 AUDITORS REMUNERATION

In accordance with best practice this resolution authorises the directors to determine the auditors' remuneration.

RESOLUTION 14 AUTHORITY TO ALLOT SHARES

The Companies Act 2006 requires that to allot unissued shares the directors must be authorised to do so by the shareholders. This resolution would authorise the directors to allot shares in the capital of the Company up to an aggregate nominal value of £2,185,000, which represents approximately one third of the Company's issued share capital as at 1 March 2012. The Company holds no shares as treasury shares (within the meaning of section 724(5) of the Companies Act 2006) 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. It is the directors' intention to renew this authority each year.

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 to the extent such authority is needed under the Company's employee share plans.

RESOLUTION 15 DISAPPLICATION OF PRE-EMPTION RIGHTS

The Companies Act 2006 requires that, subject to certain exceptions, before directors of a company can allot any new shares (including the sale of treasury shares) for cash, the new shares must first be offered to existing shareholders 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 561(1) of the Companies Act 2006 to allow the directors to allot shares or sell treasury shares for cash up to an aggregate nominal amount of £327,000.00 (being approximately 5% of the existing issued ordinary share capital of the Company 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. It is the directors' intention to renew this authority each year.

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

RESOLUTION 16 AUTHORITY TO PURCHASE OWN SHARES

The Companies Act 2006 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.

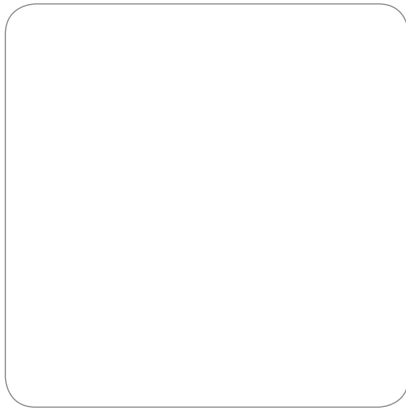
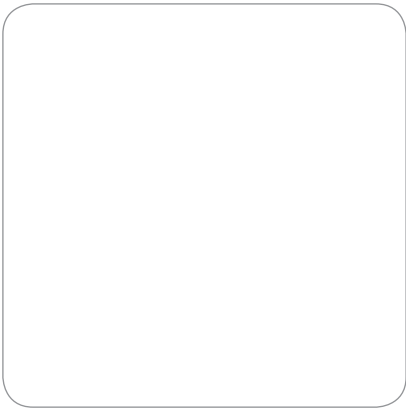
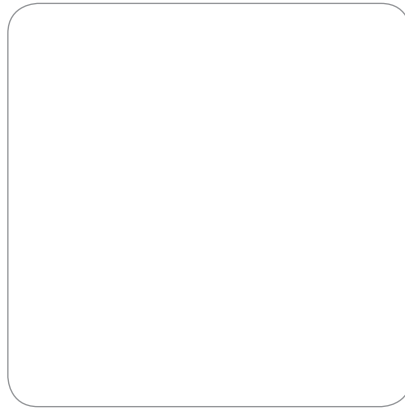
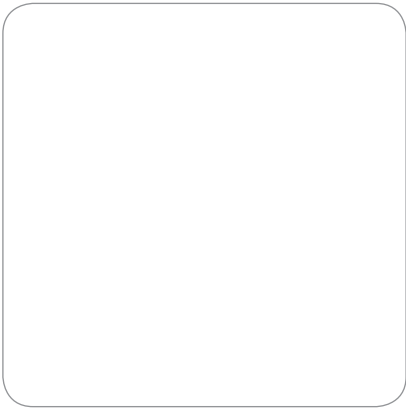
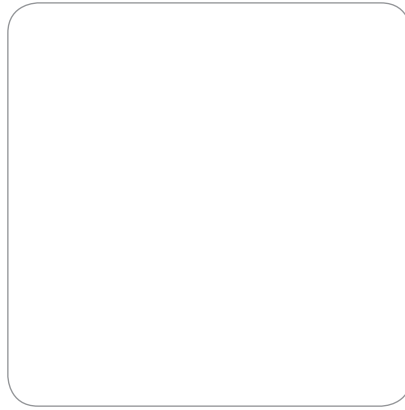
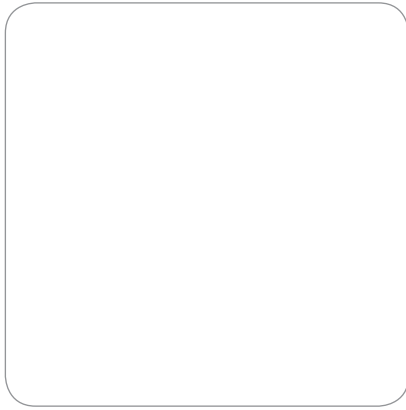
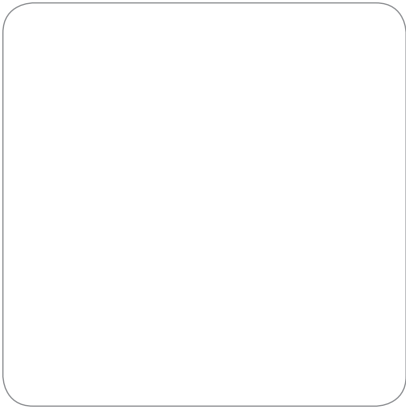
This resolution would renew the authority for the Company to purchase its own shares. If the resolution is passed, the maximum number of shares capable of being purchased under the proposed authority will be 10,930,000 ordinary shares of 3p each (representing approximately 5% of the issued share capital of the Company as at 1 March 2012). 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 but consider the authority to be desirable to provide maximum flexibility in the management of the Company's capital base. Any authority granted would only be exercised if the directors had an expectation that such purchase would result in an increase in expected earnings per share and would be in the best interests of shareholders generally.

The total number of outstanding options to subscribe for ordinary shares as at 1 March 2012 was 1,007,485. These rights represent 0.46% of the issued ordinary share capital of the Company as at such date and would represent 0.48% of the issued and voting ordinary 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 17 NOTICE PERIOD FOR GENERAL MEETINGS

Changes made to the Act by the Companies (Shareholders' Rights) Regulations 2009 ("Regulations") mean that all general meetings must be held on 21 clear days' notice unless shareholders agree to a shorter notice period. In order for the Company to be able to call general meetings (other than annual general meetings) on 14 clear days' notice, shareholders must have approved the calling of meetings on 14 clear days' notice. Resolution 14 seeks such approval. A similar approval was given at the Company's last annual general meeting. The approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed. The Company will also need to meet the requirements for electronic voting under the Regulations before it can call a general meeting on 14 clear days' notice.

The directors only intend to use the shorter period for calling general meetings (other than annual general meetings) when the additional flexibility is (i) merited by the business of the relevant meeting and (ii) for the advantage of shareholders as a whole, for example, for time sensitive matters such as capital raisings.



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