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Registered Office:  
41-44 Great Windmill  
Street  
London  
W1D 7NB

Registered in England No. 3805979

23 March 2007

Dear Shareholder

### **ANNUAL GENERAL MEETING 2007**

I am pleased to inform you that our second Annual General Meeting ('AGM') following the Company's flotation is to be held at Home House, 20 Portman Square, London W1H 6LW on Friday, 27 April 2007 at 11.30am. The formal notice of the AGM, particulars of the resolutions on which you can vote and details of the administrative arrangements we have made for the AGM are set out in this circular.

If you are not able to come to the AGM in person, your vote is still important and I would urge you to complete, sign and return the accompanying proxy form to be received by 11.30am on Wednesday, 25 April 2007. Submission of a proxy appointment will not prevent you from attending and voting at the AGM in person should you wish to do so.

Your Directors believe that all the proposed resolutions are in the best interests of the Company and its shareholders and unanimously recommend you to vote in favour of all the resolutions set out in the attached notice as they intend to do in respect of their own shareholdings.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Tony Cleaver', written over a horizontal line.

**Sir Anthony Cleaver**  
Chairman

## **NOTICE OF 2007 ANNUAL GENERAL MEETING OF STHREE PLC**

This document lists the resolutions to be voted on at the Company's Annual General Meeting to be held on Friday, 27 April 2007 at 11.30am.

**Notice is hereby given that the Annual General Meeting of STthree plc will be held at Home House, 20 Portman Square, London W1H 6LW on Friday, 27 April 2007 at 11.30am to consider the following resolutions:**

### **ORDINARY RESOLUTIONS**

#### **Resolution 1**

THAT the Accounts for the financial year ended 30 November 2006, together with the Directors' and Auditor's reports thereon, be received.

#### **Resolution 2**

THAT the Directors' Remuneration Report for the financial year ended 30 November 2006 be received and approved.

#### **Resolution 3**

THAT Mr Sunil Wickremeratne be re-elected as a Director of the Company.

#### **Resolution 4**

THAT Ms Alicja Lesniak be elected as a Director of the Company.

#### **Resolution 5**

THAT Mr Tony Ward be elected as a Director of the Company.

#### **Resolution 6**

THAT PricewaterhouseCoopers LLP be re-appointed as Auditors of the Company to hold office until the conclusion of the next general meeting at which accounts are laid.

#### **Resolution 7**

THAT the Directors be authorised to determine the remuneration of the Auditors.

#### **Resolution 8**

THAT the Company be and is hereby authorised:

- (i) To make Donations to EU Political Organisations; and
- (ii) To incur EU Political Expenditure,

Provided that:

- (a) the authority conferred by this resolution shall commence on the date on which it is passed and expire on 27 July 2008 or, if earlier, the conclusion of Company's Annual General Meeting in 2008;
- (b) The aggregate amount of such donations and expenditure made by the Company shall not exceed £50,000; and
- (c) In this resolution the expressions "Donation", "EU Political Organisations" and "EU Political Expenditure" have the meaning set out in Part XA of the Companies Act 1985.

#### **Resolution 9**

That the authority obtained by the Company in 2006 to make offers to employees of the Company and its subsidiaries to purchase shareholdings in certain of the Company's subsidiaries be renewed as detailed in, and on the terms set out in, Part A of the Appendix accompanying the notice of Annual General Meeting dated 23 March 2007 (a copy of which is presented to the meeting signed by the Chairman for the purpose of identification).

#### **Resolution 10**

That the Company be and is hereby authorised to offer employees of the Company and its subsidiaries the opportunity to purchase shareholdings in certain of the Company's subsidiaries as detailed in, and on the terms set out in, Part B of the Appendix accompanying the notice of Annual General Meeting dated 23 March 2007 (a copy of which is presented to the Meeting, signed by the Chairman for the purpose of identification).

#### **Resolution 11**

THAT the authority conferred on the Directors by Article 9.2 of the Articles of Association of the Company be and is hereby renewed for the period ending on 27 July 2008 or, if earlier, at the conclusion of the Company's Annual General Meeting in 2008 and that for such period the Section 80 Amount shall be £459,992.

### **SPECIAL RESOLUTIONS**

#### **Resolution 12**

THAT the power conferred on the Directors by Article 9.3 of the Articles of Association of the Company be and is hereby renewed for the period ending on 27 July 2008 or, if earlier, at the conclusion of the Company's Annual General Meeting in 2008 and that for such period the Section 89 Amount shall be £68,999.

#### **Resolution 13**

THAT the Company be and is hereby unconditionally and generally authorised for the purposes of Section 166 of the Companies Act 1985 to make market purchases, as defined in Section 163 of that Act, of Ordinary Shares of 1p each in the capital of the Company, and where such shares are held in treasury, the Company may use them for the purpose of its employees' share schemes, provided that:

- (a) the maximum number of Ordinary Shares that may be purchased is 13,799,767;

- (b) the minimum price (exclusive of expenses) which may be paid for each share is 1p;
- (c) the maximum price (exclusive of expenses) that may be paid for each share shall be no more than the higher of: (i) the amount equal to 105% of the average of the middle market quotations of the Company's ordinary shares as derived from the London Stock Exchange Daily Official list for the five business days immediately preceding the day on which such ordinary share is contracted to be purchased; and (ii) the higher of the price of the last independent trade and the highest current bid as stipulated by Article 5(1) of Commission Regulation (EC) 22 December 2003 implementing the Market Abuse Directive as regards exemptions for buy-back programmes and stabilisation of financial instruments (No 2273/2003); and
- (d) this authority shall, unless previously varied, revoked or renewed, expire on 27 July 2008 or, if earlier, at the conclusion of the Company's Annual General Meeting in 2008, save that the Company shall be entitled under such authority to make at any time before such expiry any contract to purchase its own shares which will or might be executed wholly or partly after such expiry.

### **By order of the Board**

**Steve Hornbuckle, FCIS**  
**Company Secretary**

23 March 2007  
41-44 Great Windmill Street  
London W1D 7NB

#### **Proxies**

A member entitled to attend and vote at the meeting may appoint one or more proxies to attend and, on a poll, to vote instead of him or her. A proxy need not be a member of the Company. A form of proxy is enclosed. Subject to the provisions for proxies and corporate representatives, only registered holders of Ordinary Shares of the Company are entitled to attend and vote at the meeting.

The form of proxy should be completed, signed and returned to the Registrar, Capita Registrars, in accordance with the instructions on the form of proxy so as to be received no later than 48 hours before the start of the meeting.

#### **Electronic proxy appointment through CREST**

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting to be held on 27 April 2007 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.

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 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 RA10) by the latest time for receipt of proxy appointments specified above. 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.

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.

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.

## **1 Explanatory Notes**

### **1.1 Reports and Accounts (Resolution 1)**

The Directors of the Company must present the accounts to the AGM.

### **1.2 Directors' Remuneration Report (Resolution 2)**

The Directors' Remuneration Report sets out the Company's policy towards, and provides details of, the Directors' remuneration. You can find the Report on pages 17 to 21 of the Annual Report and Accounts for the year ended 30 November 2006.

### **1.3 Re-election and election of Directors (Resolutions 3 to 5)**

The Company's Articles of Association require that all Directors retire at least every three years and that all Directors appointed by the Board (since the last Annual General Meeting) seek election at the first Annual General Meeting following their appointment. Accordingly, Mr Sunil Wickremeratne who has held office since 2004, submits himself for re-election. Ms Alicja Lesniak and Mr Tony Ward were appointed as Directors since the last AGM and will seek election by the shareholders.

The biographies of those Directors retiring at the AGM who wish to seek re-election or election are as follows:

*Sunil Wickremeratne* (age 42) has served as STthree's Chief Operating Officer since 2004 having previously been Managing Director of Progressive. After working for VNU Business Publications, he joined Computer Futures in 1988 and subsequently established Progressive in 1990, Pathway in 1997 and Real I.T. Resourcing in 1998. Sunil holds a degree in Economics from University College, London.

*Alicja Lesniak* (age 55) was appointed to the STthree Board in May 2006 and to the STthree Audit Committee in July 2006. Alicja is currently a Non-Executive Director of DTZ Holdings plc and from 1 April 2007 Chief Financial Officer of Aegis plc and has over thirty years experience in fast moving service businesses, in the latter twenty years holding senior financial and managerial roles within the advertising/media sector, including seven years with BBDO Worldwide, latterly as Chief Financial Officer for BBDO EMEA, and seven years at WPP Group plc, where she held positions as Chief Financial Officer for Ogilvy & Mather Worldwide and Managing Director of J Walter Thompson in the UK. Prior to joining the advertising sector she held senior management positions with Arthur Andersen & Co, having originally qualified as a Chartered Accountant with them in 1976. Alicja is a Fellow of the Institute of Chartered Accountants in England & Wales and holds a degree in Mathematics from Imperial College.

*Tony Ward, OBE* (age 57) was appointed to the STthree Board in August 2006 and to the STthree Remuneration and Nomination Committees in October 2006. Tony has over thirty years experience in a variety of senior executive roles with blue chip companies including BAA plc, Kingfisher plc and Grand Metropolitan plc. He joined BAA in 1997 as Group HR Director and has held his current post of Services Director since 1999, being responsible for activities including IT, Security and Airside Operations. Tony was a Board Director of BAA plc between November 1999 and July 2006. Prior to joining BAA, Tony was Group HR Director of Kingfisher plc and held senior personnel positions in both the operating divisions and corporate office of Grand Metropolitan plc. He is an advisor to Manchester Square Partners LLP; a Fellow of the Chartered Institute of Personnel Development; a former Deputy

Chairman of the Commission for Racial Equality; and a graduate of the university of Leeds.

The Board believes that each of the Non-Executive Directors standing for election has considerable experience, which will be of great benefit as the Company continues to grow its business. The Board believes that the performance of each of them continues to be effective and each of them demonstrate full commitment to their individual roles as Non-Executive Directors, including an appropriate commitment of time for Board and Committee meetings and other duties required of them.

#### **1.4 Re-appointment and Remuneration of Auditors (Resolutions 6 and 7)**

Resolutions 6 and 7 propose the re-appointment of PricewaterhouseCoopers LLP as Auditors of the Company and authorise the Directors to set their remuneration.

#### **1.5 Authority to make donations to EU political organisations to incur EU political expenditure (Resolution 8)**

Part XA of the Companies Act 1985 (the "Act") prohibits the Company and its subsidiaries from making donations of more than £5,000 in any twelve-month period to organisations within the European Community which are, or could be, categorised as EU Political Organisations unless they have been authorised to make donations by the Company's shareholders.

The Company has a policy that it does not make donations to political parties and your Board will not use these authorities, if given, to do so.

The Act, however, includes very broad and ambiguous definitions of political donations and expenditure, which may have the effect of covering some normal business activities and therefore presents potential for inadvertent or technical breach. The Board therefore considers that it would be prudent to obtain shareholder approval for the Company to make donations up to the specified limits to EU political organisations and to incur EU political expenditure in the forthcoming year.

#### **1.6 Renewal of authority to offer employees minority shareholdings in certain of the Company's subsidiaries approved by shareholders in 2006 (Resolution 9)**

Shareholders are asked to approve the renewal of authorities obtained from shareholders in 2006 for the offer to employees of minority shareholdings in certain of the Company's subsidiaries as detailed in, and on the terms set out in, Part A of the Appendix.

#### **1.7 New authority to offer employees minority shareholdings in certain of the Company's subsidiaries (Resolution 10)**

Shareholders are asked to approve the creation of new employee minority shareholdings in certain of the Company's subsidiaries as detailed in, and on the terms set out in, Part B of the Appendix.

#### **1.8 Directors' authority to allot securities (Resolution 11)**

The Directors wish to renew the Company's authority to allot unissued shares in the share capital of the Company. The Directors have no present intention to exercise this authority, however, it is considered prudent to maintain the flexibility that this

authority provides. This resolution authorises the Directors to allot relevant securities up to an aggregate nominal value of £459,992 (the amount shown as the Section 80 Amount in Resolution 11) during the 15 months from the date of the Annual General Meeting or, if earlier, up to the conclusion of the next AGM of the Company in 2008. This amounts to approximately one-third of the issued ordinary share capital of the Company as at the date of the Notice of AGM. The Company did not hold any treasury shares at the date of the Notice of AGM.

### **1.9 Disapplication of pre-emption rights (Resolution 12)**

Under Section 89(1) of the Companies Act 1985, if the Directors wish to allot any of the unissued shares or grant rights over shares or sell treasury shares for cash (other than pursuant to an employee share scheme) they must first offer them to existing shareholders in proportion to their holdings. There may be occasions, however, when the Directors will need the flexibility to finance business opportunities by the issue of Ordinary Shares without a pre-emptive offer to existing shareholders. This cannot be done under the Companies Act 1985 unless the shareholders have first waived their pre-emption rights and that is what this resolution proposes. The authority will be limited to the issue of shares for cash up to a maximum aggregate nominal value of £68,999 which is equivalent to approximately 5% of the Company's issued ordinary share capital as at the date of the Notice of AGM.

If given, the authority will expire 15 months from the date of the AGM or, if earlier, at the conclusion of the next AGM of the Company in 2008. It will also apply to the sale of any shares held in treasury by the Company, should the resolution be passed.

### **1.10 Authority to purchase own shares (Resolution 13)**

In certain circumstances, it may be advantageous for the Company to purchase its own shares and Resolution 13 seeks the authority from shareholders to do so. The Company will only purchase Ordinary Shares if the Directors believe, in the light of market conditions prevailing at the time, that the effect of such purchases will be to increase earnings per share and is in the best interest of the shareholders generally or if the Company decides to satisfy options granted under the Company's Executive Share Option Scheme or Long Term Incentive Plan ('LTIP') through acquiring Ordinary Shares in the market to transfer to option or award holders upon exercise of their options, or vesting and the Directors are satisfied that this would be in the best interests of the Company taking into account cash resources, capital requirements and the effect of any such purchase on gearing levels. Any shares purchased by the Company will, unless the Directors determine that they are to be held as treasury shares for the purpose of satisfying employee share options, awards or otherwise, be cancelled and the number of shares in issue will be reduced accordingly.

The Companies Act 1985 allows companies to hold shares acquired by way of market purchase in treasury, rather than having to cancel them. The Company is entitled to hold any of its own shares that it purchases pursuant to the authority conferred by this resolution as treasury shares as an alternative to cancelling them. This would give the company the ability to re-issue such treasury shares quickly and cost effectively, and would provide the Company with additional flexibility in the management of its capital base. No dividends will be paid on any shares held in treasury and no voting rights will be exercisable in respect of treasury shares.

The resolution explicitly authorises the Company to use any shares purchased and held in treasury for the purposes of satisfying options granted under the Company's Executive Share Option Scheme or LTIP. If any shares were used in this way, the

Company would take them into account when calculating the limits on the number of shares which may be issued under the Scheme(s).

The resolution specifies the maximum number of Ordinary Shares that may be acquired (approximately 10% of the Company's issued ordinary share capital as at the date of the Notice of AGM) and the maximum and minimum prices at which they may be bought. The price for such purchases shall not exceed the higher of 105% of the average of the middle market quotations as derived from the London Stock Exchange Daily Official List for the five business days before each purchase, the price of the last independent trade in the shares on the London Stock Exchange at the time of the purchase and the highest current independent bid for the Company's ordinary shares on the London Stock Exchange at the time of the purchase.

Resolution 13 will be proposed as a special resolution to provide the Company with the necessary authority. If given, this authority will expire 15 months from the date of the AGM or, if earlier, at the conclusion of the next AGM of the Company in 2008.

The total number of options to subscribe for equity shares outstanding at the date of the Notice of AGM is equivalent to 105,000 shares. This represents below 0.1% of the issued share capital at that date. There are outstanding other employee options and awards but the SThree Employee Share Ownership Trust has agreed to satisfy these. If the Company bought back the maximum number of shares permitted pursuant to the passing of this resolution and cancelled them, then the total number of options and awards to subscribe for equity shares outstanding at that date would still represent below 0.1% of the issued share capital, as reduced, following those repurchases. At the date of the Notice of AGM, there are no warrants to subscribe for Ordinary Shares outstanding and no Ordinary Shares held in treasury.

## **2 Documents for Inspection**

The Register of Directors' Interests in the share capital of the Company, copies of the Directors' service contracts and letters of appointment and copies of the standard form Articles of Association for subsidiary companies in which employees will be invited to acquire different types of Ordinary Shares, will be available for inspection during normal business hours at the Company's registered office from the date of the Notice of AGM to the close of the AGM and at the place of the AGM from 15 minutes prior to its commencement until its conclusion.

## **3 Entitlement to Attend and Vote**

The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those shareholders registered in the Register of Members of the Company as at 6.00p.m. on 25 April 2007 shall be entitled to attend or vote at the Annual General Meeting in respect of the number of shares registered in their name at that time. Changes to entries in the Register after 6.00p.m. on 25 April 2007 shall be disregarded in determining the rights of any person to attend or vote at the AGM.

## **4 Administration**

For the safety and comfort of those attending the AGM, certain items will not be permitted in the meeting room. These include large bags, cameras, recording equipment and such other items as the Chairman of the AGM may specify. Cloakroom facilities will be provided.

The Chairman will invite questions from shareholders present at the AGM. It would be helpful to have a note of the details of the proposed questions in advance, although this is not obligatory. Questions may be sent by post to the Company Secretary, Steve Hornbuckle at 41-44 Great Windmill Street, London W1D 7NB or by email to [cosec@sthree.com](mailto:cosec@sthree.com).

## Appendix

### Part A - Renewal of authority to offer employees minority interests in certain SThree plc ('the Company') subsidiaries.

At the Company's 2006 Annual General Meeting, shareholders approved the offers to employees of the Company and its subsidiaries of purchasing shareholding in certain of the Company's subsidiaries. At an Extraordinary General Meeting held on 7 November 2006, shareholders approved a similar offer to the then Managing Director of Huxley Associates Limited.

The authorities obtained from shareholders last year expire on 3 May 2007, twelve months after the date of the Company's 2006 Annual General Meeting. Out of the 16 companies which shareholders authorised the offer of shares, some shares have been held back to be offered to new recruits in 9 companies, and it is proposed to renew the authority for those companies to allow these shares to be offered after 3 May 2007.

The authority is sought for up to 5 per cent. of the share capital of each of these companies and for a period of up to five years from 3 May 2007:

The companies concerned, and their results for the year ended 30 November 2006, are as follows:

Company	Revenue	Operating Profit/(Loss)
Progressive SAS	€0.8m	€(0.4m)
Progressive Computer Recruitment France Limited	Nil	Nil
Progressive Computer Recruitment Germany Limited	Nil	Nil
Progressive GmbH	€2.8m	€0.7m
Progressive Computer Recruitment BV	€0.8m	€(0.3m)
Huxley Associates Banking & Finance Limited	£4.1m	£1.3m
Huxley Associates Banking & Finance BV	€5.8m	€0.2m
Huxley Associates N Limited	£3.1m	£0.4m
Huxley Associates S Limited	£6.2m	£0.9m

### Part B - New offers to employees of minority interests in certain SThree plc subsidiaries

Authority is sought to make offers to employees of minority interests in certain SThree plc subsidiaries. Whilst it is anticipated that the majority of the shares will be offered soon after shareholder approval, and normally in the first year, some will be held back for new employees and promotions, and therefore authority is sought for a period of five years from the date of the Company's Annual General Meeting, 27 April 2007.

## Common Features

Each of the proposed offerings in the subsidiaries, which shareholders are being asked to approve under Resolution 10, will share common features, which are broadly the same common features that shareholders approved last year. In addition, the Company reserves the right to offer employees shares in a UK sub-holding company which owns either several companies or several businesses, with the shares tracking the performance of the relevant business in which the employee is to have a stake.

The common features of the subsidiaries, whether a subsidiary owning the business or a holding company owning several businesses, are as follows:

(i) *Share Capital*

Each subsidiary (other than Huxley companies) will have two classes of shares, "A" ordinary shares and "B" ordinary shares. In the case of a holding company issuing tracker shares in a number of businesses, there will be two classes of ordinary shares for each business it owns. The "A" ordinary shares will be held by the Company. The "B" ordinary shares will be offered to employees of the Group. The "B" ordinary shares will not be more than 22.5 per cent of the ordinary share capital of each subsidiary; whilst they will have up to 22.5 per cent of the voting power of the subsidiary, they are entitled to up to only 15 per cent of any dividend on the ordinary shares. There will also be one preference share in issue.

In the case of a Huxley company, each Huxley company will have three classes of shares, "A" ordinary shares and "B" ordinary shares, as described above, and "C" ordinary shares, to be held by the Group's Chief Development Officer (formerly the Managing Director of Huxley Associates Limited). The "B" ordinary shares and "C" ordinary shares, which can be offered to employees, will together not be more than 25 per cent of the ordinary share capital of each subsidiary; whilst they will together have up to 25 per cent of the voting power of the subsidiary, they are entitled to up to only 20 per cent of any dividend on the ordinary share. There will also be one preference share in issue.

(ii) *Eligibility*

No director of the Company may acquire shares in the relevant subsidiary. Shares will only be offered to employees of the Group. Employees may acquire shares in more than one subsidiary.

(iii) *Purchase price and financing*

The price payable by an employee will be the unrestricted market value of the shares, as determined by an independent third party share valuer. The Group may lend the purchase price to the employee, on terms that the loan is outstanding until such employee ceases to hold the shares or ceases to be employed by the Group. A market rate of interest will be charged on the loan.

(iv) *Cessation of employment*

If an employee shareholder ceases to be employed by any company in the Group, under provisions contained in the Articles of Association of that company, he can be required to sell his shares in the relevant company. If the sale is within five years of the issue of the shares, the price payable can be the lower of the market value and the amount paid for the shares (or, in exceptional circumstances and at the Company's discretion, such other price, not exceeding market value). If the sale is later than five years after the issue of the shares the price payable is their market value. For these purposes, market value is determined by computing the earnings per ordinary share of the last financial year prior to the sale multiplied by two thirds of the price/earnings ratio of STthree plc at the time of sale. The price/earnings ratio is calculated on the adjusted earnings per share published in the Company's annual accounts.

(v) *Restrictions on transfer*

If a minority shareholder wishes to transfer or dispose of his shares (other than to certain family members or on his leaving the employment of the Group) he must first offer them to the holder of the "A" ordinary shares (i.e. the Company) and the price payable for such shares is their market value. If the Company declines to purchase the shares, they can be transferred to a third party.

(vi) *Consideration payable*

If the Company acquires any shares from a minority shareholder, the consideration can either be paid in cash or in Ordinary Shares in the Company, at the Company's discretion. Any Ordinary Shares issued by the Company in this respect will be within the annual limit of authority granted under section 80 of the Companies Act 1985 approved by the Company's shareholders each year.

(vii) *Restrictions on alterations*

Certain provisions of the arrangements outlined above, namely the persons who are eligible to acquire shares in the relevant subsidiary, the maximum percentage of shares in the subsidiary which may be offered to employees, and the terms on which the company can acquire the shares from the employees cannot be altered to the advantage of employee shareholders without the prior approval of the Company's shareholders in general meeting (except for minor amendments to benefit administration, or to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for the employee shareholders, the relevant subsidiary or for members of the Group).

(viii) *Pension benefits*

The acquisition of shares by employees, and their sale, will not give rise to any pensionable benefits.

A standard form Articles of Association, containing the full details of the "B" ordinary shares and "C" ordinary shares which Group employees can acquire, and the terms on which they can dispose of such shares, will be available for inspection at 41-44 Great Windmill Street, London W1D 7NB, the registered office of the Company, during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) from the date of this notice until the date of the Meeting and will be available at the place of the Meeting for at least 15 minutes prior to and at the Meeting.

In the case of an overseas subsidiary, the Company also reserves the right to offer employees shares in a UK sub-holding company which owns such overseas subsidiary, either directly or indirectly, and which track the performance of such overseas subsidiary. The Company also reserves the right to make such changes to the Article of Association for an overseas subsidiary as it may be advised is necessary or desirable to take account of the local legal and tax requirements.

The various companies in which Group employees are to be, subject to your approval, invited to acquire shares are set out below. All figures are guideline only, based on existing management accounts:

#### **COMPUTER FUTURES SOLUTIONS**

Computer Futures Solutions ('CFS') operates a staffing business focused primarily on the ICT sector.

CFS has operated in Frankfurt, Germany and Amsterdam, Holland for a number of years, through Computer Futures Solutions GmbH ('CFS Frankfurt') and Computer Futures Solutions BV ('CFS Amsterdam') in respect of both permanent and contract ICT business. It is also now planned to operate similar entities out of Munich ('CFS Munich') and Rotterdam ('CFS Rotterdam'). Shares in the proposed entities will be offered to Group employees at their open market value as certified by an independent share valuer, on the terms as set out above.

CFS will make available its database and intellectual property rights, as required, to any new entities and such entities will acquire the relevant portion of the recruitment businesses currently operated by CFS Frankfurt or CFS Amsterdam, on normal business terms.

CFS has also previously set up entities branded as Multilingual Solutions in Ireland and will establish new entities, branded as Multilingual Solutions, in Amsterdam, Holland ('Multilingual Amsterdam'), in respect of both permanent and contract ICT business.

Shares in the proposed entities will be offered to Group employees at their open market value as certified by an independent share valuer, on the terms as set out above.

Multilingual Solutions will be a newly incorporated business and has no trading history in its own right in Holland, except as part of CFS. CFS will make available its database and intellectual property rights to the new entities and, prior to the offer, entities will acquire the relevant portion of the recruitment businesses currently operated through CFS/Multilingual Solutions, on normal business terms.

For the year ended 30 November 2006, the summary financial information for each is as follows:

Name	Revenue	Operating Profit/(Loss)
CFS Munich	Nil	Nil
CFS Rotterdam	€0.7m	€0.2m
Multilingual Amsterdam	€1.4m	€0.5m

## HUXLEY ASSOCIATES

### Banking and Finance

Huxley Associates ('HA'), Huxley International ('HI') and Huxley BV ('HBV') have well established businesses in UK, Holland and USA, but now wish to set up entities in Frankfurt, Germany ('HA Frankfurt'), Brussels, Belgium ('HA Brussels') and Hong Kong ('HA Hong Kong'), in respect of both permanent and contract business. There is already a trading entity operating in Frankfurt, whilst the Belgium business exists currently as a part of Huxley BV or HI.

Shares in the proposed entities will be offered to Group employees at their open market value as certified by an independent share valuer, on the terms as set out above.

All will be newly incorporated businesses with no trading history in their own right. HA, HI or HBV will make available any database and intellectual property rights, as required, to the entities and, prior to the offer, entities will acquire the relevant portion of the recruitment businesses currently operated by HA, HI or HBV, on normal business terms.

For the year ended 30 November 2006, the summary financial information for each is as follows:

Name	Revenue	Operating Profit/(Loss)
HA Frankfurt	€0.3m	Nil
HA Brussels	Nil	Nil
HA Hong Kong	Nil	Nil

### Accounting and Finance (Banking, City)

Huxley Associates Accounting and Finance (Banking, City) ('HAFB City') is part of HA Banking & Accountancy ('HABA'), and a relatively new business in the UK, but now wishes to set up formally in respect of permanent business in London, UK.

Shares in the proposed entity will be offered to Group employees at open market value as certified by an independent share valuer, on the terms as set out above.

The business will be a newly incorporated business with no trading history in its own right. HABA will make available any database and intellectual property rights, as required, to the entity and, prior to the offer, the entity will acquire the relevant portion of the recruitment business currently operated by HABA, on normal business terms.

For the year ended 30 November 2006, the summary financial information is as follows:

<b>Name</b>	<b>Revenue</b>	<b>Operating Profit/(Loss)</b>
HABA (in total)	£17.6m	£1.3m

#### Engineering (London)

Huxley Associates Engineering London ('HAEL') is part of HA, and a relatively new business in the UK. Following previous shareholder approvals to set up UK Engineering businesses in South West, Midlands and North West, HA now wishes to set up formally in respect of both permanent and contract business, based in London.

Shares in the proposed entities will be offered to Group employees at their open market value as certified by an independent share valuer, on the terms as set out above.

All will be newly incorporated businesses with no trading history in their own right. HA will make available any database and intellectual property rights, as required, to the entities and, prior to the offer, entities will acquire the relevant portion of the recruitment business currently operated by HA on normal business terms.

For the year ended 30 November 2006, the summary financial information is as follows:

<b>Name</b>	<b>Revenue</b>	<b>Operating Profit</b>
HAEL	£0.1m	Nil

#### Commercial ICT

Huxley Associates Commercial ICT ('HAICT') is part of HA, and a relatively new business, but now wishes to set up formally in respect of both permanent and contract business in Brussels, Belgium ('HAICT Brussels') and Frankfurt, Germany ('HAICT Frankfurt').

Shares in the proposed entities will be offered to Group employees at their open market value as certified by an independent share valuer, on the terms as set out above.

All will be newly incorporated businesses with no trading history in their own right. HA will make available any database and intellectual property rights, as required, to the entities and, prior to the offer, entities will acquire the relevant portion of the recruitment business currently operated by HA, on normal business terms.

For the year ended 30 November 2006, the summary financial information is as follows:

<b>Name</b>	<b>Revenue</b>	<b>Operating Profit</b>
HAICT Brussels	€4.5m	€0.8m
HAICT Frankfurt	€0.4m	€0.1m

## PROGRESSIVE

### Pharmaceuticals (Munich)

Progressive Computer Recruitment Pharmaceuticals ('PCRP') is part of Progressive Computer Recruitment ('PCR'), and a relatively new business, but now wishes to set up formally in respect of permanent business in Munich, Germany ('PCRP Munich').

Shares in the proposed entity will be offered to Group employees at open market value as certified by an independent share valuer, on the terms as set out above.

The business will be a newly incorporated business with no trading history in its own right. PCR will make available any database and intellectual property rights, as required, to the entity and, prior to the offer, the entity will acquire the relevant portion of the recruitment business currently operated by PCR, on normal business terms.

For the year ended 30 November 2006, the summary financial information is as follows:

Name	Revenue	Operating Profit
PCRP Munich	Nil	Nil

### ICT (Belgium)

Progressive Computer Recruitment Belgium ('PCRB') is part of Progressive Computer Recruitment ('PCR'), and a relatively new business, but now wishes to set up formally in respect of both permanent and contract business in Belgium.

Shares in the proposed entities will be offered to Group employees at open market value as certified by an independent share valuer, on the terms as set out above.

All will be newly incorporated businesses with no trading history in their own right. PCR will make available any database and intellectual property rights, as required, to the entities and, prior to the offer, the entities will acquire the relevant portion of the recruitment business currently operated by PCR, on normal business terms.

For the year ended 30 November 2006, the summary financial information is as follows:

Name	Revenue	Operating Profit
PCRB	€5.4m	€0.7m

## PATHWAY

### Banking (London)

Pathway Banking ('PB') is part of Pathway Resourcing Limited ('PR'), and a relatively new business, but now wishes to set up formally in respect of both permanent and contract business in London, UK.

Shares in the proposed entities will be offered to Group employees at their open market value as certified by an independent share valuer, on the terms as set out above.

All will be newly incorporated businesses with no trading history in their own right. PR will make available any database and intellectual property rights, as required, to the

entities and, prior to the offer, entities will acquire the relevant portion of the recruitment business currently operated by PR, on normal business terms.

For the year ended 30 November 2006, the summary financial information is as follows:

<b>Name</b>	<b>Revenue</b>	<b>Operating Profit</b>
PB	Nil	Nil

#### Finance and ICT (Dubai)

Pathway Finance ('PF') and Pathway ICT ('PICT') are parts of Pathway Resourcing Limited ('PR'), and relatively new businesses, but now wish to set up formally in respect of both permanent and contract business in Dubai.

Shares in the proposed entities will be offered to Group employees at their open market value as certified by an independent share valuer, on the terms as set out above.

All will be newly incorporated businesses with no trading history in their own right. PR will make available any database and intellectual property rights, as required, to the entities and, prior to the offer, entities will acquire the relevant portion of the recruitment business currently operated by PR, on normal business terms.

For the year ended 30 November 2006, the summary financial information is as follows:

<b>Name</b>	<b>Revenue</b>	<b>Operating Profit</b>
PF Dubai	Nil	Nil
PICT Dubai	Nil	Nil

## REAL RESOURCING

Real Resourcing Limited ('RR') operates a staffing business focused primarily on the ICT sector.

#### Pharmaceuticals (London)

Real Resourcing Pharmaceuticals ('RRP') is part of RR, and a relatively new business, but now wishes to set up formally in respect of permanent business in London, UK.

Shares in the proposed entity will be offered to Group employees at open market value as certified by an independent share valuer, on the terms as set out above.

The business will be a newly incorporated business with no trading history in its own right. RR will make available any database and intellectual property rights, as required, to the entity and, prior to the offer, the entity will acquire the relevant portion of the recruitment business currently operated by RR, on normal business terms.

For the year ended 30 November 2006, no revenue or profit details are currently available, although 42 placements were made.

Public Sector (Birmingham)

Real Resourcing Public Sector ('RRPC') is part of Real Resourcing ('RR'), and a relatively new business, but now wishes to set up formally in respect of contract business in Birmingham, UK.

Shares in the proposed entity will be offered to Group employees at open market value as certified by an independent share valuer, on the terms as set out above.

The business will be a newly incorporated business with no trading history in its own right. RR will make available any database and intellectual property rights, as required, to the entity and, prior to the offer, the entity will acquire the relevant portion of the recruitment business currently operated by RR, on normal business terms.

For the year ended 30 November 2006, the summary financial information is as follows:

<b>Name</b>	<b>Revenue</b>	<b>Operating Profit</b>
RRPC	£1.1m	£0.1m

Banking (London)

Real Resourcing Banking ('RRB') is part of Real Resourcing ('RR'), and a relatively new business, but now wishes to set up formally in respect of permanent business in London, UK.

Shares in the proposed entity will be offered to Group employees at open market value as certified by an independent share valuer, on the terms as set out above.

The business will be a newly incorporated business with no trading history in its own right. RR will make available any database and intellectual property rights, as required, to the entity and, prior to the offer, the entity will acquire the relevant portion of the recruitment business currently operated by RR, on normal business terms.

For the year ended 30 November 2006, the summary financial information is as follows:

<b>Name</b>	<b>Revenue</b>	<b>Operating Profit</b>
RRB	£1.3m	£0.3m

Find-an-IT-Contractor and IT Media on Line

Find-an-IT-Contractor ('FITC') and IT Media on Line ('ITMO') are parts of Real Resourcing ('RR'), and relatively new businesses, but now wish to set up formally, trading in the ICT sector in the UK and Europe, respectively.

Shares in the proposed entities will be offered to Group employees at open market value as certified by an independent share valuer, on the terms as set out above.

The businesses will be newly incorporated, with no trading history in their own right. RR will make available any database and intellectual property rights, as required, to the

entities and, prior to the offer, the entities will acquire the relevant portion of the recruitment business currently operated through RR, on normal business terms.

For the year ended 30 November 2006, the summary financial information is as follows:

<b>Name</b>	<b>Revenue</b>	<b>Operating Profit</b>
FITC	£0.2m	Nil
ITMO	£0.6m	£0.1m

