

## NOTICE OF ANNUAL GENERAL MEETING

---

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action which you should take, you are recommended to seek your own financial advice from your stockbroker, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000.**

If you have sold or transferred all of your shares in Impellam Group plc please pass this document together with the accompanying accounts and reports and proxy form as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.



**Impellam Group plc**  
Registered in England No. 6511961  
Notice of Annual General Meeting

---

This document should be read as a whole and in conjunction with the accompanying Proxy Form. Your attention is drawn to the letter from the Chairman of Impellam Group plc which is set out on pages 2 and 4 of this document recommending, on behalf of the Directors, that you vote in favour of the resolutions to be proposed at the Annual General Meeting referred to below.

Notice of the Annual General Meeting, to be held at Cenkos Securities, 6.7.8 Tokenhouse Yard, London, EC2R 7AS at 10.00am on 19th May 2010, is set out on pages 7 to 8 of this document. Enclosed with this document is a Proxy Form for use in respect of the Annual General Meeting. Whether or not you intend to be present at the Annual General Meeting, you are requested to complete, sign and return the hard copy Proxy Form as soon as possible, and in any event, so as to be received by Capita Registrars (PXS, 34 Beckenham Road, Beckenham, BR3 4TU) not later than 10.00am on 17th May 2010. If you hold shares in CREST you may appoint a proxy by completing and transmitting a CREST Proxy Instruction to Capita Registrars (CREST Participant ID RA10) so that it is received no later than 10.00am on 17th May 2010. Completion and return of a Proxy Form or CREST Proxy Instruction will not prevent shareholders from attending and voting in person at the Annual General Meeting should they so wish.

---

**Impellam Group plc**

Registered office:  
800 The Boulevard  
Capability Green  
Luton LU1 3BA  
Registered in England No. 6511961  
20th April 2010

To: Holders of Ordinary Shares

**Dear Shareholder****Annual General Meeting – 19th May 2010**

I have pleasure in sending you a notice of the Annual General Meeting (“AGM”) of the Company which is to be held at 10.00am on 19th May 2010. In addition to the ordinary business of the AGM, there are items of special business to be transacted at the AGM, as explained and summarised below.

**Ordinary business**

The ordinary business to be considered at the AGM includes the receipt by the shareholders of the Company’s accounts and the reports of the Directors and the Auditors for the year ended 31st December 2009 and the re-appointment of PricewaterhouseCoopers LLP as Auditors of the Company.

The ordinary business of the AGM also includes the re-election of Andrew Burchall, Noël Harwerth and Kevin Mahoney who are retiring by rotation, and being eligible, are offering themselves for re-election.

Brief biographical details of those Directors are as follows:

**Andrew Burchall – Group Finance Director**

Andrew Burchall, 45, was appointed as Group Finance Director of Impellam Group in May 2008. Previously, Andrew was Group Finance Director of The Corporate Services Group plc since September 2007. He joined CSG as Finance Director of Comensura in 2001. During his time with CSG, he also supported its Board with work on projects such as the Bond restructuring in 2004. In April 2004, he became the Finance Director of both Medacs Healthcare and Blue Arrow Care and in September 2007 Andrew was promoted to Group Finance Director of CSG. Andrew qualified as a Chartered Accountant with Coopers & Lybrand.

**E. Noël Harwerth**

Noël Harwerth, 61, was appointed as Senior Independent Director of the Group in May 2008. Prior to that, Noël was Non-Executive Director of The Corporate Services Group plc since March 2005. Noël is currently a Non-Executive Director at Royal SunAlliance Insurance Group plc, LogicaCMG plc and Deputy Chairman of Sumitomo Mitsui Banking Corporation Europe Limited. Previously, Noël was Chief Operating Officer of Citibank International plc and Chief Tax Officer of Citicorp Inc, both part of Citigroup Inc.

**Kevin Mahoney – Non-Executive Director**

Kevin Mahoney, 59, was appointed as Non-Executive Director of Impellam Group in November 2008. Prior to that, Kevin was Chairman of Impellam Group and previously Chairman of the Carlisle Group since September 2007. He is currently Managing Director of Reflect Energy Limited and was Executive Chairman and then Chief Executive of Mavinwood plc. Kevin has experience across a range of Support Services companies, including the Electricity Direct business sold to Centrica, ISS, Caradon Everest and WH Smith Business Supplies.

---

## **Special Business**

### **Political donations and expenditure**

The Company has no intention of changing its current practice of not making donations to political parties (and will not do so without specific endorsement of its shareholders). However, there are restrictions upon Political Donations and Political Expenditure made or incurred without prior shareholder authorisation. The restricted activities are given broad meanings by the Companies Act 2006, such that some expenditure which it might be in the interests of the Company to incur, such as expenditure for the purposes of communicating the Company's views to political audiences and relevant interest groups, would be prohibited. To allow the Directors to comply with the Companies Act 2006 and to act in the interests of the Company, an ordinary resolution will be proposed which would give the Directors authority to make Political Donations or incur expenditure in an aggregate amount not exceeding £50,000 in the period ending on 19th August 2011 or the conclusion of the 2011 Annual General Meeting (whichever is the earlier).

### **Authority to allot shares**

The existing power granted to the Directors to allot shares expires on 19th May 2010. Accordingly, an Ordinary Resolution will be proposed to renew the Directors' authority to allot shares up to an aggregate nominal amount of £150,196 (being one third of the issued share capital at the date of this report). This authority will expire at the earlier of the conclusion of the 2011 Annual General Meeting, when the Directors intend to seek renewal of the authority, and 19th August 2011. As at the date of this letter, the Company does not hold any shares as treasury shares within the meaning of Section 724 of the Companies Act 2006.

### **Dis-application of statutory pre-emption rights**

In addition a Special Resolution will be proposed at the AGM to renew the Directors' powers to allot shares for cash up to an aggregate nominal value of £45,058 (being 10 per cent of the nominal value of the Company's issued share capital) without first offering such shares to existing shareholders. The Special Resolution also enables the Company, in the event of a rights issue, to meet certain practical difficulties which may arise in connection with fractional entitlements or in respect of overseas shareholders as a result of local laws and which prevent shares from being issued strictly pro rata. This authority will expire at the earlier of the conclusion of the 2011 Annual General Meeting, when the Directors intend to seek renewal of the authority, and 19th August 2011.

---

### Purchase of own shares

The Directors consider that it would be beneficial to the Company if, in certain circumstances, the Company had the power to purchase its own Ordinary Shares. At the present time, the Directors have no wish to exercise the power to purchase any of the issued Ordinary Shares of the Company. However, they consider it is appropriate to have the flexibility to do so.

The Directors will only implement such purchases if they are satisfied, after careful consideration, that these are in the best interests of the Company. Furthermore, account will be taken of the overall financial implications for the Company.

If such purchases were made, the Company would be able to do either or a combination of the following:

- (a) cancel the purchased Ordinary Shares so reducing the total number of Ordinary Shares in issue; or
- (b) where the shares were purchased out of distributable profits, subject to certain limitations, hold them as treasury shares.

Treasury shares themselves may be cancelled, sold for cash or transferred for the purposes of the Company's employee share schemes. The statutory pre-emption rights apply to a sale of treasury shares for cash and the dis-application of the statutory pre-emption rights in Resolution 8 includes, within the pre-emption disapplication amount, any sales of treasury shares for cash which may occur.

Therefore a further Special Resolution will be proposed at the AGM to authorise the Directors to purchase up to a maximum of 4,505,888 Ordinary Shares, being 10 per cent of the issued ordinary share capital of the Company as at 13th April 2010 (the latest practicable date prior to printing of this document), and which provides that the maximum price per Ordinary Share payable on any exercise of the authority shall not be more than 5 per cent above the average of the middle market quotations for the Ordinary Shares as derived from the Daily Official List of the London Stock Exchange for the five business days prior to making any purchase. The minimum price payable shall be 1p per Ordinary Share, being the nominal value of an Ordinary Share. For this purpose both the maximum and minimum prices permitted to be paid are exclusive of expenses. This authority will expire at the earlier of the conclusion of the 2011 Annual General Meeting, when the Directors intend to seek renewal of the authority, and 19th August 2011.

### Amendments to the Company's Articles of Association

By Resolution 10 the Directors are asking shareholders to approve amendments to the Company's Articles of Association to reflect the implementation of the remaining provisions of the Companies Act 2006 (the "2006 Act") in October 2009. An explanation of the main amendments is summarised in the Appendix to this document. The proposed amended Articles of Association (the "New Articles") and the current articles (the "Current Articles") are available for inspection, as noted below.

### Action to be taken

You will find enclosed a form of proxy for use at the AGM. If you will not be attending the AGM, please complete, sign and return the form of proxy as soon as is possible in accordance with the instructions printed on the form. Proxy forms should be returned to Capita Registrars as soon as possible and in any event so as to be received not later than 48 hours before the time the AGM is to be held. If you return a form of proxy, you will still be able to attend and vote in person, if you so wish.

### Recommendation

All the Directors consider that the resolutions to be considered at the AGM are in the best interests of the Company and of the shareholders as a whole. Accordingly, the Directors recommend that shareholders vote in favour of the resolutions to be proposed at the AGM, as they intend to do in respect of their own interests (both beneficial and non-beneficial), amounting in aggregate to 1,296,104 Ordinary Shares.

I look forward to your attendance at the AGM.

Yours sincerely,

**Cheryl Jones**

Chairman

---

## Appendix

### 1. Company's objects and limited liability

The principal provisions governing the operation of the Company are currently set out in the Company's memorandum of association (the "Memorandum") and the Current Articles. The Memorandum contains, among other things, the objects clause which sets out the scope of the activities the Company is authorised to undertake. This is drafted to give a wide scope.

The Companies Act 2006 (the "2006 Act") significantly reduces the constitutional significance of a company's memorandum. It provides that a memorandum will record only the names of subscribers and the number of shares each subscriber has agreed to take in the company. Under section 28 of the 2006 Act, the objects clause and all other provisions which are contained in a company's memorandum, for existing companies at 1st October 2009, are deemed to be contained in a company's articles of association but a company can remove these provisions by special resolution.

Further, the 2006 Act states that unless a company's articles of association provide otherwise, a company's objects are unrestricted. This abolishes the need for companies to have objects clauses. For this reason the Company is proposing to remove its objects clause together with all other provisions of its Memorandum which, by virtue of the 2006 Act, are treated as forming part of the Company's Current Articles as of 1st October 2009. Resolution 10(A) confirms the removal of these provisions for the Company. As the effect of this Resolution will be to remove the statement currently in the Memorandum regarding limited liability, the New Articles also contain an express statement confirming the limited liability of shareholders.

### 2. Authority to purchase own shares, consolidate and sub-divide shares and reduce share capital

Under the Companies Act 1985 (the "1985 Act"), a company required specific enabling provisions in its articles of association to purchase its own shares, to consolidate or sub-divide its shares and to reduce its share capital or other undistributable reserves as well as shareholder authority to undertake the relevant action. The Current Articles include these enabling provisions.

Under the 2006 Act a company will only require shareholder authority to do any of these things and it will no longer be necessary for the articles of association to contain enabling provisions. Accordingly the relevant enabling provisions have been removed in the New Articles.

### 3. Authorised share capital and unissued shares

The Companies Act 2006 abolishes the requirement for a company to have an authorised share capital and the New Articles reflect this. Directors will still be limited as to the number of shares they can at any time allot because allotment authority continues to be required under the Companies Act 2006, save in respect of employee share schemes.

### 4. Redeemable shares

At present if a company wishes to issue redeemable shares, it must include in its articles the terms and manner of redemption. The 2006 Act enables directors to determine such matters instead provided they are so authorised by the articles. The New Articles contain such an authorisation. The Company has no plans to issue redeemable shares but if it did so the directors would need shareholders' authority to issue new shares in the usual way.

### 5. Change of name

Currently, a company can only change its name by special resolution. Under the 2006 Act a company will be able to change its name by other means provided for by its articles. To take advantage of this provision, the New Articles enable the directors to pass a resolution to change the Company's name.

### 6. Provision for employees on cessation of business

The 2006 Act provides that the powers of the directors of a company to make provision for a person employed or formerly employed by the company or any of its subsidiaries in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary, may only be exercised by the directors if they are so authorised by the company's articles or by the company in general meeting. The New Articles provide that the directors may exercise this power.

---

**7. Use of seals**

A company currently requires authority in its articles to have an official seal for use abroad. After 1st October 2009 such authority is no longer required. Accordingly the relevant authorisation has been removed in the New Articles.

The New Articles provide an alternative option for execution of documents (other than share certificates). Under the New Articles, when the seal is affixed to a document it may be signed by one authorised person in the presence of a witness, whereas previously the requirement was for signature by either a director and the secretary or two directors or such other person or persons as the directors may approve.

**8. Suspension of registration of share transfers**

The Current Articles permit the directors to suspend the registration of transfers. Under the 2006 Act share transfers must be registered as soon as practicable. The power in the Current Articles to suspend the registration of transfers is inconsistent with this requirement. Accordingly, this power has been removed in the New Articles.

**9. Vacation of office by directors**

The Current Articles specify the circumstances in which a director must vacate office. The New Articles updated these provisions to reflect the approach taken on mental and physical incapacity in the model articles for public companies produced by the Department for Business, Enterprise and Regulatory Reform.

**10. Validity of proxy vote**

The New Articles contain a provision stating that the Company is not required to enquire whether a proxy or corporate representative has voted in accordance with the instruction given to him and that votes cast by proxy or corporate representative will be valid even if he has not voted in accordance with his instructions.

**11. Service of Notice**

The New Articles contain amended provisions in relation to the service of notice during the curtailment of postal services. Under section 308 of the 2006 Act, notice may only be in hard copy, electronic form or by website, and section 308 is not subject to articles of association, therefore this brings into doubt whether a notice may be given by way of newspaper advert. Under section 310 of the 2006 Act, to whom notice is sent is subject to the articles of association, and therefore, the updated provisions try to offer maximum flexibility by expressing those people to whom notice may be sent.

**12. Articles which duplicate statutory provisions**

Provisions in the Current Articles which replicate provisions contained in the Companies Act 2006 are in the main to be 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.

**13. General**

Generally the approach has been to update the Current Articles to reflect the new provisions brought in under the 2006 Act and ensure that they are consistent with these. References to section numbers in the Companies Act 1985 have been updated to reflect the new section numbers in the 2006 Act.

---

Notice is hereby given that the second Annual General Meeting of Impellam Group plc will be held at Cenkos Securities, 6.7.8 Tokenhouse Yard, London, EC2R 7AS at 10.00am on 19th May 2010 for the following purposes:

### Ordinary business

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

1. That the Company's accounts and the reports of the Directors and Auditors for the financial year ended 31st December 2009 be received.
2. That PricewaterhouseCoopers LLP be re-appointed as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting at which accounts are laid before the Company and that the Directors be authorised to determine their remuneration.
3. That Andrew Burchall be re-elected as a Director of the Company.
4. That Noël Harwerth be re-elected as a Director of the Company.
5. That Kevin Mahoney be re-elected as a Director of the Company.

### Special business

To consider and, if thought fit, to pass resolutions 6 and 7 below as ordinary resolutions and resolutions 8, 9 and 10 as special resolutions:

6. That the Company and any company which is, or becomes, a subsidiary of the Company during the period to which this Resolution relates be and is hereby authorised to:
  - a) make donations to political parties or independent election candidates; and
  - b) make donations to political organisations other than political parties; and
  - c) incur political expenditure,

up to an aggregate amount of £50,000, and the amount authorised under each of paragraphs (a) to (c) shall also be limited to such amount, during the period commencing on the date of this Resolution and ending on the earlier of the conclusion of the 2011 Annual General Meeting of the Company and 19th August 2011.

Any terms used in this Resolution which are defined in Part 14 of the Companies Act 2006 (the "2006 Act") shall bear the same meaning for the purposes of this Resolution 6.

7. That for the purposes of section 551 of the 2006 Act the Directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or convert any security into shares in the Company ("Relevant Securities") up to an aggregate nominal amount of £150,196 (representing one third of the total ordinary share capital in issue as at the date of this Notice) in substitution for all existing authorities (but without prejudice to any allotment, offer or agreement already made pursuant thereto) and the authority conferred by this Resolution shall expire on the earlier of 19th August 2011 or at the conclusion of the 2011 Annual General Meeting of the Company, unless previously revoked or varied from time to time by the Company in general meeting, provided that the Company may before such expiry, revocation or variation make an offer or agreement which would or might require Relevant Securities to be allotted after such expiry, revocation or variation and the Directors may allot Relevant Securities in pursuance of such offer or agreements as if such authority had not expired or been revoked or varied.
8. That, subject to the passing of Resolution 7, the Directors of the Company be and they are hereby empowered (in substitution for any such existing authorities) pursuant to Section 570 of the 2006 Act to allot equity securities (within the meaning of Section 560 of the 2006 Act) for cash, pursuant to the general authority conferred on them by the passing of Resolution 7 above or by way of sale of treasury shares as if Section 561(1) of the 2006 Act did not apply to such allotment provided that this power shall be limited to:
  - a) the allotment of equity securities in connection with a rights issue, open offer or other pre-emptive offer in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate or as nearly as may be to the respective number of ordinary shares held by them on the record date applicable to such issue, but subject to such exclusions or other arrangements as the Directors may deem fit

---

to deal with fractional entitlements or legal or practical problems arising in or in respect of any overseas territory, the requirements of any regulatory body or stock exchange or by virtue of any other matter whatever; and

- b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate maximum nominal amount of £45,058 (which amounts to 10 per cent of the issued share capital as at the date of this notice);

and the power hereby conferred shall expire at the earlier of (a) 19th August 2011 and (b) on the conclusion of the 2011 Annual General Meeting of the Company but may be previously revoked or varied from time to time by special resolution, save that the Company may before such expiry, revocation or variation make an offer or agreement which would or might require equity securities to be allotted after such expiry, revocation or variation and the Directors may allot equity securities in pursuance of such offer or agreement as if such power has not expired or been revoked or varied.

9. That the Company is hereby granted general and unconditional authority for the purposes of s701 of the 2006 Act to make market purchases (within the meaning of s693(4) 2006 Act) of ordinary shares of 1 pence each in its capital (the "Ordinary Shares") provided that:

- a) the maximum aggregate number of Ordinary Shares authorised to be purchased is 4,505,888;
- b) the minimum price (excluding expenses) per Ordinary Share is not less than 1 pence;
- c) the maximum price (excluding expenses) per Ordinary Share is the higher of:
- (i) an amount equal to 105% of the average of the middle market quotations for an Ordinary Share as derived from the Daily Official List for the five business days immediately preceding the day on which the purchase is made; and
  - (ii) the higher of the price quoted for the last independent trade of and the highest current independent bid for any number of Ordinary Shares on the London Stock Exchange; and
- d) this authority, unless previously renewed, shall expire on the earlier of 19th August 2011 or at the conclusion of the 2011 Annual General Meeting of the Company except in relation to the purchase of any Ordinary Shares the contract for which was concluded before the date of expiry of the authority and which would or might be completed wholly or partly after that date.

10. That:

- a) the Company's Articles of Association be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 of the 2006 Act, are to be treated as provisions of the Company's Articles of Association; and
- b) any limit previously imposed on the Company's authorised share capital whether by the Company's Memorandum of Association or Articles of Association or by resolution in general meeting be removed; and
- c) the Articles of Association submitted to this Annual General Meeting and initialled for the purposes of identification by the Chairman be approved and adopted as the new Articles of Association of the Company (the "New Articles") in substitution for, and to the exclusion of, the existing Articles of Association (the "Current Articles") with effect from the end of this meeting.

By order of the Board

**Rebecca Watson**  
Company Secretary  
20th April 2010

Registered office:  
800 The Boulevard  
Capability Green  
Luton LU1 3BA

- 
- 1) Any member may appoint a proxy to attend, speak and vote on his/her behalf. A member may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares of the member, but must attend the meeting in person. A proxy need not be a member. Proxy Forms should be lodged with the Company's Registrar or submitted not later than 48 hours before the time for which the AGM is convened. Completion of the appropriate Proxy Form does not prevent a member from attending and voting in person if he/she is entitled to do so and so wishes.
  - 2) A form of proxy is provided with this notice and instructions for use are shown on the form. To be valid, a completed form, and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be received by the Company's registrars, Capita Registrars, PXS, 34 Beckenham Road, Beckenham, BR3 4TU, not later than 48 hours before the time appointed for the meeting or adjourned meeting or, in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting, not later than 48 hours before the time appointed for the taking of the poll at which it is to be used. Deposit of a form of proxy shall not preclude a member from attending and voting in person at the meeting or any adjournment of the meeting.
  - 3) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournments of it by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed voting service providers, should refer to their sponsors or voting service providers, who will be able to take the appropriate action on their behalf.
  - 4) 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 specifications and must contain the information required for those instructions as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to the previously appointed proxy, must, to be valid, be transmitted so as to be received by the Company's agent (RA10) by the latest time for receipt of proxy appointments specified in the notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company'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.
  - 5) CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK 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 voting service providers, to procure that its CREST sponsors or voting service providers take) 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.
  - 6) Copies of all contracts of service and letters of appointment of any Director with the Company are available for inspection at the Company's registered office during business hours on any weekday (Saturdays and public holidays excluded) and will be available for inspection at the place of the meeting from 15 minutes before it is held until its conclusion.
  - 7) The Company gives notice that only those shareholders entered on the relevant register of members (the "Register") for certificated or uncertificated shares of the Company (as the case may be) at 6.00pm on 17th May 2010 (the "Specified Time") will be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at the time. Changes to entries on the Register after the Specified Time will be disregarded in determining the rights of any person to attend or vote at that meeting. Should the meeting be adjourned to a time not more than 48 hours after the Specified Time, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned meeting. Should the meeting be adjourned for a longer period, then to be so entitled, members must be entered on the Register at the time which is 48 hours before the time fixed for the adjourned meeting or, if the Company gives notice of the adjourned meeting, at the time specified in the notice.
  - 8) As at 13th April 2010 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 45,058,882 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 13th April 2010 are 45,058,882.
  - 9) A copy of the Current Articles and the proposed New Articles and existing Memorandum marked to show changes are available for inspection at the Company's registered office at 800 The Boulevard, Capability Green, Luton LU1 3BA during normal business hours on any weekday (weekends and English public holidays excepted) until the close of the Annual General Meeting and at the place of the Annual General Meeting for at least 15 minutes prior to and during the Annual General Meeting.
-

## LOCATION OF THE ANNUAL GENERAL MEETING



### **Cenkos Securities plc**

6.7.8 Tokenhouse Yard  
London EC2R 7AS

Telephone: +44 (0) 207 397 8900  
Fax (Main): +44 (0) 207 397 8901  
Fax (Corp. fin): +44 (0) 207 397 8902

This form of proxy is for use by shareholders at the Annual General Meeting of the Company to be held at 10.00am on 19th May 2010 at Cenkos Securities, 6.7.8 Tokenhouse Yard, London, EC2R 7AS.

I/We (Please insert shareholder's name and address):

being a holder of Ordinary Shares of 1p each of Impellam Group plc, hereby appoint(s) the duly appointed Chairman of the meeting or (insert name and address of proxy, if not the Chairman, see note 7).

to act as my/our proxy at the Annual General Meeting of the Company to be held on 19th May 2010 and at any adjournment thereof, and to vote on my/our behalf as directed below (Please indicate with an X in the spaces provided below how you wish your votes to be cast. Should you select "Discretionary" or return this form of proxy duly signed but without specific direction, the proxy can vote or abstain at his/her discretion or can decide not to vote at all. On any motion to amend any resolution or to propose any additional resolution or to adjourn the meeting, the proxy will act at his/her discretion).

| Ordinary resolutions  | For                      | Against                  | Vote Withheld            | Discretionary            |
|---|--------------------------|--------------------------|--------------------------|--------------------------|
| 1 To receive the Company's accounts and the reports of the Directors and Auditors for the financial year ended 31st December 2009.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 To reappoint PricewaterhouseCoopers LLP as the Auditors of the Company until the conclusion of the next general meeting at which accounts are laid before the Company and to authorise the Directors to determine their remuneration. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 To re-elect Andrew Burchall as a Director.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4 To re-elect Noël Harwerth as a Director.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5 To re-elect Kevin Mahoney as a Director.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6 To grant the Directors power to make Political Donations and to incur Political Expenditure.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7 To grant the Directors authority to issue relevant securities up to an aggregate nominal value of £150,196.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>Special resolutions</b>  |                          |                          |                          |                          |
| 8 To disapply the pre-emption rights in respect of equity securities up to a nominal value of £45,058.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9 To grant the Directors power to buy back a maximum of 4,505,888 Ordinary Shares in the Company.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10 To amend the Company's memorandum and adopt New Articles of Association.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Name of joint holders (if any)

Signature

Date

**Notes:**

- |  |   |
|--|---|
| <p>1 A shareholder is entitled to appoint one or more proxies of his/her own choice to attend and, on a poll, to vote on his/her behalf. A proxy need not be a member of the Company.</p> <p>2 In the case of joint holders, the vote of the senior joint holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority is determined by the order in which the names stand in the register of members in respect of the joint holding.</p> <p>3 In the case of a corporation, this form of proxy must be under its common seal or under the hand of an officer or attorney duly authorised in writing.</p> <p>4 To be effective, this proxy, together, if appropriate, with the power of attorney or other authority (if any) under which it is signed, must be lodged at Capita Registrars, PXS, 34 Beckenham Road, Beckenham, BR3 4TU not later than 48 hours before the time of the meeting or in the case of an adjournment thereof to be held more than 48 hours after the time fixed for the original meeting, not more than 48 hours before the time fixed for the adjourned meeting.</p> <p>5 To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares</p> | <p>held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned in the same envelope.</p> <p>6 Please indicate with an X how you wish to cast your votes. Unless otherwise instructed, the proxy will vote or abstain as the proxy thinks fit. A vote withheld is not a vote in law and will not be counted in the calculation of the proportion of the votes for and against each resolution. On any motion to amend any resolution, propose a new resolution or adjourn the meeting, or on any other motion put to the meeting, the proxy will act at his/her discretion.</p> <p>7 If it is desired to appoint as a proxy any person other than the Chairman of the meeting, his/her name and address should be inserted in the relevant place and the reference to the Chairman deleted. Please initial such alteration.</p> <p>8 The completion and return of this form will not prevent you from attending in person and voting at the meeting should you decide to do so.</p> <p>9. CREST members should use the CREST electronic proxy appointment service and refer to Notes 3 to 5 of the Notice of Annual General Meeting in relation to the submission of a proxy appointment via CREST.</p> |
|--|---|

▲ Tear along perforation

Third Fold and tuck in

Business Reply  
Licence Number  
RSBH-UXKS-LRBC



PXS  
34 Beckenham Road  
Beckenham  
BR3 4TU

First Fold

Second Fold