

Notice of annual general meeting

This document is important and requires your immediate attention. If you have any doubts about what action you need to take, you should contact your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised pursuant to the Financial Services and Markets Act 2000 immediately.

If you have sold or transferred all your shares in RPC Group Plc please forward this Notice, together with the accompanying document(s), as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through or to whom the sale or transfer was effected, for transmission to the purchaser or transferee.

RPC Group Plc

Registered Number 2578443

Notice is hereby given that the Eighteenth Annual General Meeting of the Company will be held at Painters' Hall, 9 Little Trinity Lane, London EC4V 2AD on 21 July 2010 at 12:00 noon for the purpose of transacting the following business:

Ordinary Business

1. To receive and adopt the financial statements and the reports of the directors and auditors for the financial year ended 31 March 2010.
2. To approve the Remuneration Report for the year ended 31 March 2010.
3. To declare a final dividend on the ordinary shares of 7.4p per share in respect of the financial year ended 31 March 2010.
4. To re-elect Dr D J Wilbraham, who retires annually, as a director of the Company.
5. To re-appoint KPMG Audit Plc as auditors of the Company.
6. To authorise the directors to fix the auditors' remuneration.

Special Business

To consider and, if thought fit, to pass the following resolutions of which number 7 will be proposed as an ordinary resolution and numbers 8 to 11 inclusive will be proposed as special resolutions:

7. That the directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 ("the Act"), to exercise all the powers of the Company to allot shares and grant rights to subscribe for, or convert any security into, shares up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of the Act) of £1,653,400 provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company (or if earlier on 21 October 2011), save that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or rights to be granted, after such expiry and the directors may allot shares, or grant rights to subscribe for or to convert any security into shares, in pursuance of any such offer or agreement as if the authorisations conferred hereby had not expired.

Notice of annual general meeting continued

8. That:

- (a) the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 of the Companies Act 2006, are to be treated as provisions of the Company's Articles of Association; and
- (b) the Articles of Association produced to the meeting and initialled by the chairman of the meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

9. That a General Meeting of the Company (other than an Annual General Meeting) may be called on not less than 14 clear days' notice.

10. That the directors be and hereby are empowered pursuant to sections 570(1) and 573 of the Companies Act 2006 ("the Act") to:

- (a) allot for cash and make offers or agreements to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 7 above as if section 561 of the Act did not apply to any such allotment, and
- (b) sell ordinary shares (as defined in section 560(1) of the Act) in the Company if, immediately before the sale such shares are held by the Company as treasury shares (as defined in section 724(5) of the Act) (treasury shares) for cash (as defined in section 727(2) of the Act), as if section 561 of the Act did not apply to any such sale,

provided that such power shall be limited to the allotment of equity securities and the sale of treasury shares:

- (i) in connection with or pursuant to an offer of or invitation to acquire equity securities in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment or sale (and holders of any other class of equity securities entitled to participate therein or if the directors consider it necessary, as permitted by the rights of those securities) but subject to such exclusions or other arrangements as the directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever; and
- (ii) in the case of the authorisation granted under resolution 7 above (or in the case of any transfer of treasury shares), and otherwise than pursuant to paragraph (i) of this resolution, up to an aggregate nominal amount of £248,000;

such power to expire at the conclusion of the Annual General Meeting of the Company to be held in 2011 or on 21 October 2011, whichever is the earlier, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted or treasury shares to be sold after such expiry and the directors may allot equity securities or sell treasury shares pursuant to any such offer or agreement as if the power conferred thereby had not expired.

11. That the Company is hereby generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 ("the Act") to make market purchases (within the meaning of section 693(4) of the Act) on the London Stock Exchange of any of its ordinary shares of 5p each in the capital of the Company (the ordinary shares) subject to the following restrictions and provisions:

- (a) the maximum number of ordinary shares hereby authorised to be purchased is 9,920,500;
- (b) the minimum price which may be paid for an ordinary share is 5p;
- (c) the maximum price which may be paid for an ordinary share is an amount equal to 105% of the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the 5 business days immediately preceding the day on which the ordinary share is purchased;

- (d) unless previously renewed, revoked or varied, this authority shall expire at the conclusion of the Annual General Meeting of the Company held in 2011 or on 21 July 2011, whichever is the earlier; and
- (e) the Company may make a contract to purchase ordinary shares under this authority before the expiry of such authority, which will or may be executed wholly or partly after the expiry of such authority, and may make such a purchase of ordinary shares pursuant to any such contract.

By order of the Board

Rebecca K Joyce
Company Secretary
16 June 2010

Registered Office:
Lakeside House
Higham Ferrers
Northants
NN10 8RP

Notice of annual general meeting continued

Notes

1. Proxies

A member of the Company is entitled to appoint another person as his proxy to exercise all or any of his rights to attend to speak and to vote at the meeting.

A member may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him/her. A proxy need not be a member of the Company. Forms of proxy, and the power of attorney or other authority (if any) under which it is signed, must be deposited at the Company's Registrars, Equiniti, at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6ZX, United Kingdom not later than 48 hours before the time of the meeting. Completion of a form of proxy will not preclude a member attending and voting in person at the meeting.

A "Vote Withheld" option is provided on the form of proxy which enables a member to abstain on any particular resolution. It should be noted that a "Vote Withheld" is not a vote in law and will not be counted in the calculation of the proportion of votes "For" or "Against" a resolution.

2. Right to attend and vote

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that in order to have the right to attend and vote at the meeting (and also for the purpose of determining how many votes a person entitled to attend and vote may cast), a person must be entered on the register of members of the Company at 6.00 p.m. on 19 July 2010 or, in the event of any adjournment, at 6.00 p.m. on the date which is two days before the day of the adjourned meeting. Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.

3. CREST members

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so 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 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 Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com/CREST). 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 our Registrars, Equiniti (ID RA19) by 12 noon on 19 July 2010. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application 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 instruction 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 Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. 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, 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 system 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.

4. Nominated persons

Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may have a right, under an agreement between him/her and the member by whom he/she was nominated, to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may have a right, under such agreement, to give instructions to the member as to the exercise of voting rights.

The statement of the above rights of the members in relation to the appointment of proxies does not apply to Nominated Persons. Those rights can only be exercised by shareholders of the Company.

5. Corporate Representatives

Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

6. Right to ask questions

Any member attending the Annual General Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or 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.

7. Documents on display

Copies of executive directors' service agreements, copies of the terms and conditions of appointment of non-executive directors and a copy of the proposed new Articles of Association of the Company and a copy of the existing Articles of Association, marked-up to show the changes being proposed in resolution 8, are available for inspection at the Company's registered office during normal business hours from the date of this notice until the close of the Annual General Meeting (Saturdays, Sundays and public holidays excepted) and will be available for inspection at the place of the Annual General Meeting for at least 15 minutes prior to and during the meeting.

8. Website publication of audit concerns

Shareholders should note that it is possible that, pursuant to requests made by members of the Company under section 527 of the Companies Act 2006 ("the Act"), the Company may be required to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act. The Company may not require the members requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under section 527 of the Act to publish on a website.

9. Website address

A copy of this notice, and other information required by section 311A of the Companies Act 2006, can be found at www.rpc-group.com

10. Total number of shares and voting rights

As at 15 June 2010 (being the last practicable day prior to the publication of this notice) the Company's issued share capital consists of 99,205,961 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at that date are 99,205,961.

11. Communication

You may not use any electronic address (within the meaning of section 333(4) of the Companies Act 2006) provided in this Notice of Meeting (or in any related documents including the proxy form) to communicate with the Company for any purposes other than those expressly stated.

Explanatory notes

Resolution 1: To Receive and Adopt the Report and Accounts

The business of the Annual General Meeting will begin with a resolution to receive the financial statements, together with the reports of the directors and auditors, in respect of the year ended 31 March 2010.

Resolution 2: To Approve the Remuneration Report

In accordance with section 439 of the Companies Act 2006, the shareholders are required to approve the Directors' Remuneration Report for the year ended 31 March 2010. The Remuneration Report is set out in full on pages 29 to 39 of the Annual Report and Accounts 2010. Alternatively, the Remuneration Report is obtainable on request from the Company Secretary at the registered office of the Company, or from the Company's website.

Resolution 3: To Declare a Final Dividend

The Company paid an interim dividend of 3.1p per ordinary share on 26 January 2010. The directors recommend a final dividend of 7.4p per ordinary share bringing the total dividend for the year to 10.5p per ordinary share.

If Resolution 3 is approved by shareholders the final dividend for the year ended 31 March 2010 will be paid on 3 September 2010 to shareholders whose names are on the register of members at the close of business on 6 August 2010.

Resolution 4: To Re-elect Dr D J Wilbraham as a Director of the Company

Resolution 4 is concerned with the re-election of Dr D J Wilbraham as a director of the Company at this year's Annual General Meeting. Under the provisions of the Combined Code and the terms of his reappointment, D J Wilbraham, who completed nine years as an independent non-executive director in July 2007, is subject to annual re-election. In view of the length of time he had served on the Board, in 2009 the directors decided that D J Wilbraham should no longer be proposed for re-election as an independent director. His biographical details can be found on page 7 of the Annual Report and Accounts 2010 and details of his terms of appointment can be found in the Remuneration Report on page 34.

Prior to recommendation by the Board for re-election, a detailed performance evaluation of D J Wilbraham was conducted. The performance evaluation procedure is described in the Corporate Governance Report on page 21 of the Annual Report and Accounts 2010. The Board concluded that D J Wilbraham continued to be a committed and effective member of the Board and contributed valuable, relevant experience and judgement to Board debates and decision-making. Accordingly, the Board recommends that D J Wilbraham be re-elected as a non-independent, non-executive director of the Company.

Resolution 5: To Re-appoint KPMG Audit Plc as the Company's Auditors

Auditors must be appointed at every Annual General Meeting at which accounts are presented to the shareholders. KPMG Audit Plc has advised its willingness to stand for re-appointment as the auditors of the Company. The Board recommends their re-appointment following recommendation by the Audit Committee which has conducted an evaluation of the auditors' effectiveness, independence and objectivity.

Resolution 6: To Authorise the Directors to fix the Auditors' Remuneration

Shareholders will be asked to grant authority to the directors of the Company to determine the auditors' remuneration.

Resolution 7: Authority to Allot Shares

Your directors may allot shares and grant rights to subscribe for, or convert any security into, shares only if authorised to do so by shareholders. The authority granted at the last Annual General Meeting is due to expire at this year's Annual General Meeting. Accordingly, resolution 7 will be proposed as an ordinary resolution to grant new authorities to allot shares and grant rights to subscribe for, or convert any security into, shares. If given, these authorities will expire at the Annual General Meeting in 2011 or on 21 October 2011, whichever is the earlier.

Resolution 7 will allow the directors to allot ordinary shares up to a maximum nominal amount of £1,653,400, representing one third of the Company's existing issued share capital calculated as at 15 June 2010 (being the latest practicable date prior to publication of this document). The directors have no immediate plans to make use of this authority with the exception of the issue of further ordinary shares to fulfil the Company's obligations under its various employee share option schemes.

Resolution 8: To Adopt New Articles of Association

It is proposed in resolution 8 to adopt new Articles of Association (the "New Articles") in order to update the Company's current Articles of Association (the "Current Articles"). The New Articles primarily take account of changes to law and practice since our Current Articles were last updated, the Companies (Shareholders' Rights) Regulations 2009 and the implementation on 1 October 2009 of the last parts of the Companies Act 2006.

The principal changes introduced in the New Articles are summarised below. Other changes, which are of a minor, technical or clarifying nature and also some more changes which merely reflect changes made by the Companies Act 2006 and the Companies (Shareholders' Rights) Regulations 2009 have not been noted below. The New Articles showing all the changes to the Current Articles are available for inspection, as set out in note 7 to the Notice of Annual General Meeting.

1. The Company's objects

The provisions regulating the operations of the Company are currently set out in the Company's Memorandum and Articles of Association. The Company's 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 Act") significantly reduces the constitutional significance of a company's memorandum. The Act provides that, with effect from 1 October 2009, a memorandum will record only the names of subscribers and the number of shares each subscriber has agreed to take in a company. Under the Act, the objects clause and all other provisions which are contained in a company's memorandum, for existing companies at 1 October 2009, are deemed to be contained in a company's articles of association but the company can remove these provisions by special resolution.

Further the Act states that, unless a company's articles 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 Act, are treated as forming part of the Company's Articles of Association as of 1 October 2009. Resolution 8 confirms the removal of these provisions for the Company. As the effect of this resolution will be to remove the statement currently in the Company's Memorandum of Association regarding limited liability, the New Articles also contain an express statement regarding the limited liability of shareholders.

2. Articles which duplicate statutory provisions

Provisions in the Current Articles which replicate provisions contained in the Act are in the main amended to bring them into line with the Act.

3. Redeemable shares

Under the Companies Act 1985, if a company wished to issue redeemable shares, it had to include in its articles the terms and manner of redemption. The Act has, from 1 October 2009, enabled 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.

4. Voting by proxies on a show of hands

The Companies (Shareholders' Rights) Regulations 2009 have amended the Act so that it now provides that each proxy appointed by a member has one vote on a show of hands unless the proxy is appointed by more than one member in which case the proxy has one vote for and one vote against if the proxy has been instructed by one or more members to vote for the resolution and by one or more members to vote against the resolution. The New Articles contain provisions which reflect these amendments.

5. Voting by corporate representatives

The Companies (Shareholders' Rights) Regulations 2009 have amended the Act in order to enable multiple representatives appointed by the same corporate member to vote in different ways on a show of hands and a poll. The New Articles contain provisions which reflect these amendments.

6. Notice of general meetings

The Companies (Shareholders' Rights) Regulations 2009 amend the Act to require the Company to give at least 21 clear days' notice of general meetings unless, in the case of general meetings that are not annual general meetings, the Company offers members an electronic voting facility and a special resolution reducing the period of notice to not less than 14 clear days has been passed. Annual general meetings must continue to be held on at least 21 clear days' notice. The New Articles reflect these new requirements.

7. Adjournments for lack of quorum

Under the Act as amended by the Companies (Shareholders' Rights) Regulations 2009, general meetings adjourned for lack of quorum must be held at least 10 clear days after the original meeting. The New Articles reflect this requirement.

Resolution 9: Notice of General Meetings other than Annual General Meetings

Changes made to the Companies Act 2006 by the Companies (Shareholders' Rights) Regulations 2009 increase the notice period required for general meetings of the Company to at least 21 clear days unless shareholders approve a shorter notice period, which cannot however be less than 14 clear days. (Annual General Meetings will continue to be held on at least 21 clear days' notice.)

Until the coming into force of the Companies (Shareholders' Rights) Regulations 2009 on 3 August 2009, the Company was able to call general meetings other than an annual general meeting on at least 14 clear days' notice without obtaining such shareholder approval. In order to preserve this ability, Resolution 9 seeks the necessary shareholder approval. The approval will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed.

Explanatory notes continued

The shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole.

Note that the changes to the Companies Act 2006 mean that, in order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting.

Resolution 10: Disapplication of Pre-emption Rights

The directors of the Company also require additional authority from the shareholders to allot shares or grant rights over shares or sell treasury shares where they propose to do so for cash and otherwise than to existing shareholders pro-rata to their holdings. Resolution 10 seeks to renew the authority granted to the directors, at the Annual General Meeting held on 22 July 2009, to allot securities of the Company up to a specified amount in connection with a rights issue without having to obtain prior approval from shareholders on each occasion, and also to allot a smaller number of these for cash or to sell treasury shares without first being required to offer such shares to existing shareholders. Resolution 10 will be proposed as a special resolution to grant such authority. In accordance with Financial Services Authority regulations and Investment Protection Committee guidelines, the number of shares which may be issued for cash under the latter authority will not exceed an aggregate nominal amount of £248,000, being approximately 5% of the total issued share capital of the Company as at 15 June 2010 (the last practicable day prior to the publication of this notice). In addition, the number of shares which may be issued for cash other than to existing shareholders, will not exceed 7.5% of the Company's total issued share capital in any rolling three year period without prior consultation with shareholders.

If given, the authority to disapply pre-emption rights will terminate not later than 21 October 2011.

Resolution 11: Purchase by the Company of its own Shares

The directors consider that there may be circumstances in which it would be desirable for the Company to purchase its own shares in the market. Although the directors have no plans to make such purchases they would like to be able to act if circumstances arose in which they considered such purchases to be desirable. Under Article 5 of the Company's Articles of Association, authority is granted to the Company to purchase its own shares subject to the provision of the Companies Act 2006. Resolution 11 proposes that the Company's authority to purchase up to 10% of the issued share capital of the Company be renewed by special resolution. The authority will terminate not later than 21 July 2011.

The authority is restricted to a maximum of 9,920,500 shares (which is equivalent to approximately 10% of the issued share capital of the Company as at 15 June 2010) with a minimum purchase price of 5p per share and a maximum price which will not be more than 5% above the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the 5 business days immediately preceding the day on which the ordinary share is purchased.

The directors of the Company believe that it is advantageous for the Company to have this flexibility to make market purchases of its own shares. In the event that shares are purchased, they would either be cancelled (and the number of shares in issue would be reduced accordingly) or, subject to the Companies (Acquisition of Own Shares) (Treasury Shares) Regulations 2003 ("the Regulations") which came into force on 1 December 2003, retained as treasury shares. The Regulations enable companies to hold shares repurchased as treasury shares with a view to possible re-sale at a future date rather than having to cancel them.

The Company will consider holding repurchased shares pursuant to the authority conferred by Resolution 11 as treasury shares. This would give the Company the ability to re-issue treasury shares quickly and cost effectively and would provide the Company with additional flexibility in the management of its capital base. Any issues of treasury shares for the purposes of the Company's employee share schemes will be made within the 10% anti-dilution limit set by the Association of British Insurers.

The directors of the Company will only exercise this authority to purchase shares if they are satisfied that a purchase would result in an increase in earnings per share and be in the best interests of shareholders generally. Incentive schemes for directors with earnings per share targets would be adjusted for any reduction in issued share capital.