



**Notice of Annual General Meeting 2014  
to be held at 2 Harewood Place, Hanover Square, London,  
W1S 1BX on Monday 16 June 2014 at 9.00am**

**This document is important and requires your immediate attention**

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should consult your stockbroker, solicitor, accountant or other independent adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all your ordinary shares in Prime People Plc (the 'Company'), please hand this document (together with the accompanying Proxy form) as soon as possible to the stockbroker or other agent through whom you made the sale or transfer for transmission to the purchaser.

Dear Shareholder

**Annual General Meeting ('AGM')**

I have pleasure in sending you the Notice of this year's AGM which will be held at 2 Harewood Place, Hanover Square, London W1S 1BX on Monday 16 June 2014 at 9.00am. The AGM is the Board's opportunity to present the Company's performance to shareholders and to listen and respond to your questions. If you cannot attend the meeting, we would still like to receive your votes, as shareholders. A reply-paid card is included with this letter for this purpose.

Your vote is important to us – you can:

- complete and return the enclosed Proxy form; or
- attend and vote at the AGM.

**Voting**

The accompanying Proxy form invites you to vote in one of three ways: 'For', 'Against' or 'Vote withheld' for each resolution.

**Notice of publication of Annual report**

Notice is hereby given that the Prime People Plc Annual report 2014 will be published on the Company's website, [www.prime-people.co.uk](http://www.prime-people.co.uk) on 29 May 2014.

If you have elected to receive shareholder correspondence in hard copy, then the Annual report will be sent through on or around 9 June 2014. Should you wish to change your election at any time, or if you wish to request a hard copy of the Annual report, you can do so by contacting the Company on 020 7318 1785.

Yours faithfully,

A handwritten signature in red ink, appearing to read "A. Ayben", with a horizontal line drawn through it.

Company Secretary

2 Harewood Place Hanover Square London W1S 1BX | Telephone: +44 (0)20 7318 1785  
connect@prime-people.co.uk | prime-people.co.uk  
Prime People Plc | Company Reg No: 1729887 | Registered office: 2 Harewood Place W1S 1BX

Prime People PLC | Europe | Asia-Pacific | Middle East | Africa

## Notice of Annual General Meeting

Notice is hereby given that the twenty-ninth Annual General Meeting of Prime People Plc (the "Company") will be held at 2 Harewood Place, Hanover Square, London, W1S 1BX on Monday 16 June 2014 at 9.00am for the following purposes:

### Ordinary Business:

1. To receive the Company's financial statements for the year ended 31 March 2014 together with the reports of the Directors and Auditor thereon.
2. To approve the Remuneration Report.
3. To approve the payment of a final dividend of 3.09 pence on 27 June 2014 to shareholders who are on the register on 13 June 2014.
4. To reappoint Mr R J G Macdonald as a Director, who retires by rotation pursuant to the articles of association, and being eligible, offers himself up for reappointment.
5. To reappoint Mr S J Murphy as a Director, who retires by rotation pursuant to the articles of association, and being eligible, offers himself up for reappointment.
6. To reappoint Crowe Clark Whitehill LLP as Auditor for the ensuing year.
7. To authorise the Directors to determine the remuneration of the Auditor.

### Special Business:

8. To consider and, if thought fit, to pass the following resolution as an ordinary resolution:  
That, in substitution for any existing powers, the Directors be and are hereby generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 ('the Act') to exercise all powers of the Company to allot ordinary shares up to an aggregate nominal amount of £402,200 provided that this authority shall expire at the conclusion of the Annual General Meeting to be held in 2015 or 15 months after the passing of this resolution (whichever is the earlier) save that the Company may before such expiry make an offer or agreement which would or might require ordinary shares to be allotted after such expiry and the Directors may allot ordinary shares in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.
9. To consider, and, if thought fit, to pass the following resolution as a special resolution:  
That, in substitution for all existing powers, under Section 570 of the Act, but without prejudice to the exercise of such power prior to the date hereof, the Directors be and are hereby empowered to allot equity securities (as defined in Section 560(1) and 560(2) of the Act) for cash pursuant to the authority conferred in accordance with Section 551 of the Act pursuant to Resolution 8 above as if Section 561 of the Act did not apply to such allotment provided that this power shall be limited:
  - a) to the allotment of equity securities in connection with a rights issue, open offer or otherwise in favour of the holders of equity securities in proportion to their respective holdings of such securities but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with legal or practical problems in respect of overseas holders, fractional entitlements or otherwise; or
  - b) to the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of £60,350.
10. To consider, and, if thought fit, to pass the following resolution as a special resolution:  
That the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Act to make one or more market purchases (as defined in section 693 of the Act) on the AIM Market of the London Stock Exchange Plc of ordinary shares of 10p each in the capital of the Company provided that:
  - a) The maximum aggregate number of new ordinary shares authorised to be purchased is 1,206,650 (representing approximately 10 per cent of the Company's current issued ordinary share capital).
  - b) The minimum price which may be paid for such shares is £0.10 per share.
  - c) The maximum price which may be paid for an ordinary share shall not be more than 5 per cent above the average of the middle market quotations for a new ordinary share as derived from the London Stock Exchange Plc for the five business days immediately preceding the date on which the new ordinary share is purchased.
  - d) Unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the earlier of the Company's next Annual General Meeting or 18 months from the date of passing this resolution.
  - e) The Company may make a contract or contracts to purchase new ordinary shares under the authority conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of new ordinary shares in pursuance of any such contract or contracts.

Registered Office  
2 Harewood Place  
Hanover Square, London, W1S 1BX

By order of the Board  
C I Heyberd  
Secretary  
23 May 2014

**Notice of Annual General Meeting** *(continued)*

Notes:

1. A member entitled to speak, attend and vote at the above meeting convened by the above notice is entitled to appoint a proxy to attend, speak and vote in his place. Such proxy need not be a member of the Company. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
2. 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 the member. A member wishing to appoint more than one proxy should photocopy the proxy card and indicate on each copy the name of the proxy he appoints and the number of shares in respect of which that proxy is appointed.
3. A form of proxy is enclosed. The appointment of a proxy will not prevent a Shareholder from subsequently attending and voting at the meeting in person, in which case any votes cast by the proxy will be excluded and the proxy appointment will automatically be terminated. In order to revoke a proxy appointment Shareholders will need to inform the Company by sending a signed hard copy notice clearly stating the intention to revoke the proxy appointment to the Company's registrars, Neville Registrars Limited, Neville House 18 Laurel Lane Halesowen West Midlands B63 3DA by the time appointed for holding the meeting or adjourned meeting, or in the case of a poll taken subsequently to the meeting or adjourned meeting, by the time appointed for taking the poll.
4. To be effective the instrument of proxy and the power of attorney or other written authority (if any) under which it is signed, or an office or notarially certified copy or a copy certified in accordance with the Powers of Attorney Act 1971 or the Enduring Powers of Attorney Act 1986 (or any statutory modification or re-enactment thereof for the time being in force) of any such power or written authority must be deposited at the Company's registrars, Neville Registrars Limited, Neville House 18 Laurel Lane Halesowen West Midlands B63 3DA, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting, or in the case of a poll taken subsequently to the meeting or adjourned meeting, not less than 24 hours before the time appointed for taking the poll. Where a poll is not taken forthwith but is taken less than 48 hours after it was demanded, the instrument of proxy together with any other documents required to be deposited shall be deemed to have been deposited if handed to the chairman of the meeting at which the poll is validly demanded at any time prior to the commencement of such meeting and if so delivered the instrument of proxy shall be treated as valid.
5. Directors' service contracts together with a copy of the Rules to the company's Inland Revenue Approved Employee Enterprise Management Incentive Scheme and the minutes of the previous Annual General Meeting will be available for inspection during the Annual General Meeting and for at least 15 minutes before it begins.
6. In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, only those Shareholders entered on the Company's register of members not later than 48 hours before the time of the meeting or, if the meeting is adjourned, Shareholders entered on the Company's register of members not later than 48 hours before the time fixed for the adjourned meeting, will be entitled to attend and vote at the meeting. Changes to entries on the register of members after such time on such date will be disregarded in determining the rights of any person to attend and vote at the meeting.