

Michael Page International plc (the “Company”) (Registered in England and Wales No. 03310225)

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

If you have sold or otherwise transferred all of your shares in the Company, please send this document, together with the accompanying documents (but not the personalised Form of Proxy), 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 delivery to the purchaser or transferee.

Annual General Meeting

Notice of Meeting

NOTICE is hereby given that the Annual General Meeting of the Company will be held at Page House, 1 Dashwood Lang Road, The Bourne Business Park, Addlestone, Weybridge, Surrey KT15 2QW on Thursday 5 June 2014 at 12.00 noon for the following purposes:

Ordinary Business

As ordinary business to consider, and if thought fit, pass Resolutions 1 to 13 inclusive, which will be proposed as Ordinary Resolutions:

1. To receive and consider the Directors' and Auditor's Reports and the Statement of Accounts for the year ended 31 December 2013.
2. To approve the Directors' Remuneration Report, other than the Directors' Remuneration Policy, in the form set out in the Company's Annual Report and Accounts, for the year ended 31 December 2013. (Note 8)
3. To approve the Directors' Remuneration Policy in the form set out in the Directors' Remuneration Report in the Company's Annual Report and Accounts, for the year ended 31 December 2013. (Note 8)
4. To declare a final dividend on the ordinary share capital of the Company for the year ended 31 December 2013 of 7.25p per share.
5. To re-elect Robin Buchanan as a Director of the Company. (Note 9)
6. To re-elect Simon Boddie as a Director of the Company. (Note 9)
7. To re-elect Steve Ingham as a Director of the Company. (Note 9)
8. To re-elect David Lowden as a Director of the Company. (Note 9)
9. To re-elect Ruby McGregor-Smith as a Director of the Company. (Note 9)
10. To re-elect Tim Miller as a Director of the Company. (Note 9)
11. To elect Danuta Gray as a Director of the Company. (Note 9)
12. To reappoint Ernst & Young LLP as Auditor of the Company to hold office until the conclusion of the next Annual General Meeting at which accounts are laid before the Company.
13. To authorise the Directors to determine the remuneration of the Auditor.

Special Business

To consider and, if thought fit, pass the following Resolutions, of which 14 and 15 will be proposed as Ordinary Resolutions and 16, 17 and 18 will be proposed as Special Resolutions.

14. Ordinary Resolution – Authority to Allot Shares (Note 10)

THAT the Directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the 'Act') to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ('Rights') up to an aggregate nominal amount of £1,071,452, provided that this authority, shall expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, on 5 September 2015, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors shall be entitled to allot shares and grant Rights pursuant to any such offer or agreement as if this authority had not expired; and all unexercised authorities previously granted to the Directors to allot shares and grant Rights be and are hereby revoked.

15. Ordinary Resolution – Donations to Political Organisations and Political Expenditure (Note 11)

THAT in accordance with sections 366 and 367 of the Act the Company, and all companies that are subsidiaries of the Company at the date on which this Resolution 15 is passed or during the period when this Resolution 15 has effect, be generally and unconditionally authorised to:

- (a) make political donations to political parties (or independent election candidates) as defined in the Act, not exceeding £25,000 in total;
- (b) make political donations to political organisations other than political parties, as defined in the Act, not exceeding £25,000 in total; and
- (c) incur political expenditure, as defined in the Act, not exceeding £25,000 in total;

during the period commencing on the date of passing this Resolution 15 and ending on 5 September 2015 or at the close of business of the next Annual General Meeting of the Company (whichever is the earlier) provided that the authorised sum referred to in paragraphs (a), (b) and (c) above, may be comprised of one or more amounts in different currencies which, for the purposes of calculating the said sum, shall be converted into pounds sterling at the exchange rate published in the London edition of the Financial Times on the date on which the relevant donation is made or expenditure incurred (or the first business day thereafter) or, if earlier, on the day on which the Company enters into any contract or undertaking in relation to the same provided that, in any event, the aggregate amount of political donations and political expenditure made or incurred by the Company and its subsidiaries pursuant to this Resolution 15 shall not exceed £75,000.

16. Special Resolution – Disapplication of Pre-emption Rights (Note 12)

THAT the Directors be and they are hereby empowered pursuant to sections 570 and 573 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash either pursuant to the authority conferred by Resolution 14 above or by way of a sale of treasury shares as if section 561(1) of the Act did not apply to any such allotment provided that this power shall be limited to:

- (a) the allotment of equity securities in connection with an offer of securities in favour of the holders of ordinary shares on the register of members at such record date as the Directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held or deemed to be held by them on any such record date, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter; and
- (b) the allotment (otherwise than pursuant to sub-paragraph (a) of this Resolution 16) to any person or persons of equity securities up to an aggregate nominal amount of £160,717, and shall expire upon the expiry of the general authority conferred by Resolution 14 above, save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the Directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.

17. Special Resolution – Power to Buy Back Shares in the Market (Note 13)

THAT the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 1p each of the Company on such terms and in such manner as the Directors may from time to time determine, provided that:

- (a) the maximum number of ordinary shares hereby authorised to be acquired is 32,143,569 representing 10% of the issued ordinary share capital of the Company as at 8 April 2014;
- (b) the minimum price which may be paid for each ordinary share is 1p;
- (c) the maximum price which may be paid for any such ordinary share is an amount equal to 105% of the average of the middle market quotations for an ordinary share in the Company as derived from The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased;
- (d) the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting or 5 September 2015 whichever is earlier unless previously renewed, varied or revoked by the Company in general meeting; and
- (e) the Company may make a contract to purchase its ordinary shares under the authority hereby conferred prior to the expiry of such authority, which contract will or may be executed wholly or partly after the expiry of such authority, and may purchase its ordinary shares in pursuance of any such contract.

18. Special Resolution – Notice of General Meetings (Note 14)

THAT a general meeting, other than an annual general meeting, may be called on not less than 14 clear days' notice.

The Board consider that all the proposals to be considered at the Annual General Meeting are likely to promote the success of the Company and are in the best interests of the Company and its shareholders as a whole. The Directors unanimously recommend that you vote in favour of the Resolutions as they intend to do in respect of their own beneficial holdings which amount to 2,300,236 shares representing 0.72% of the existing issued share capital of the Company.

By order of the Board

Elaine Marriner

Company Secretary – Michael Page International plc

Page House,
1 Dashwood Lang Road,
The Bourne Business Park,
Addlestone,
Weybridge,
Surrey KT15 2QW

Registered in England No. 03310225

8 April 2014

Notes

1. A member entitled to attend and vote at the Annual General Meeting (the 'Meeting') may appoint another person(s) (who need not be a member of the Company) to exercise all or any of his rights to attend, speak and vote at the Meeting. A member can appoint more than one proxy in relation to the Meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him. Your proxy will vote as you instruct and must attend the Meeting for your vote to be counted. Details of how to appoint the Chairman or another person as your proxy using the Form of Proxy are set out in the notes to the Form of Proxy.
2. Appointing a proxy does not preclude you from attending the Meeting and voting in person. If you attend the Meeting in person, your proxy appointment will automatically be terminated.
3. A Form of Proxy which may be used to make this appointment and give proxy instructions accompanies this Notice. If you do not have a Form of Proxy and believe that you should have one, please contact Capita Asset Services on 0871 664 0300 (calls cost 10p per minute plus network extras), lines are open Monday to Friday, 8.30am to 5.30pm. If you require additional copies you may photocopy the Form of Proxy.
4. In order to be valid an appointment of proxy must be returned (together with any authority under which it is executed or a copy of the authority certified (or in some other way approved by the Directors)) by one of the following methods:
 - (a) in hard copy form by post, by courier or by hand to the Company's Registrar, at, PXS1, 34 Beckenham Road, Beckenham BR3 4ZF;
 - (b) in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in Note 6 below;

and in each case must be received by the Company not less than 48 hours before the time of the Meeting.

5. A copy of this Notice has been sent for information only to persons who have been nominated by a member to enjoy information rights under section 146 of the Act (a 'Nominated Person'). The rights to appoint a proxy cannot be exercised by a Nominated Person: they can only be exercised by the member. However, a Nominated Person may have a right under an agreement between him and the member by whom he was nominated to be appointed as a proxy for the Meeting or to have someone else so appointed. If a Nominated Person does not have such a right or does not wish to exercise it, he may have a right under such an agreement to give instructions to the member as to the exercise of voting rights.
6. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual on the Euroclear website (www.euroclear.com/CREST). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ('EUI') 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 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 number – RA10) by the latest time(s) 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 issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. 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.
7. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI 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.
8. Resolutions 2 and 3 – Approval of the Directors' Remuneration Report
- There are new requirements this year in relation to the content of the Directors' Remuneration Report and the approval of the Report, following changes made to the Act. In accordance with the new provisions, the Directors' Remuneration Report in the Annual Report and Accounts contains:-
- (a) a statement by David Lowden, Remuneration Committee Chairman;
- (b) the Annual Report on Remuneration, which sets out payments made in or relating to the financial year ending 2013; and
- (c) the Directors' Remuneration Policy (the 'Remuneration Policy') in relation to future payments to the Directors and former directors.
- The statement by the Remuneration Committee Chairman and the Annual Report on Remuneration will, as in the past, be put to an annual advisory shareholder vote by Ordinary Resolution. The Remuneration Policy part of the Report, which sets out the Company's forward looking policy on directors' remuneration (including the approach to exit payments to directors), is subject to a binding shareholder vote by Ordinary Resolution at least every three years.
- The Directors' Remuneration Report is set out in full in the Annual Report and Accounts on pages 67 to 86. Resolution 2 is the Ordinary Resolution to approve the Directors' Remuneration Report, other than the part containing the Remuneration Policy on pages 69 to 74. Resolution 2 is an advisory resolution and does not affect the future remuneration paid to any director.
- Resolution 3 is the Ordinary Resolution to approve the Remuneration Policy which is set out in the Directors' Remuneration Report on pages 69 to 74 of the Annual Report and Accounts. The Remuneration Policy will commence on 5 June 2014 and payments will continue to be made to the Directors and former directors in line with existing contractual arrangements until this date. Once the Remuneration Policy has been approved, all payments by the Company to the Directors and any former directors must be made in accordance with the Remuneration Policy (unless a payment has been separately approved by a shareholder resolution). If the Remuneration Policy is approved and remains unchanged, it will be valid for up to three financial years without a new shareholder approval. If the Company wishes to change the Remuneration Policy, it will need to put the revised policy to a vote before it can implement the new policy. If the Remuneration Policy is not approved for any reason, the Company will, if and to the extent permitted by the Act, continue to make payments to the Directors in accordance with existing contractual arrangements and will seek shareholder approval of a revised policy as soon as practicable.
9. Resolutions 5 to 11 – Election/Re-election of Directors
- In keeping with the Board's aim of following best corporate practice, each member of the Board is standing for re-election, and in the case of Danuta Gray, who has been appointed a Director since the last Annual General Meeting, election by the shareholders at this year's Meeting. Tim Miller has contributed significantly to the Board during his tenure and continues to do so. He was subject to the thorough Board evaluation review which was undertaken during 2013. The Board still considers Tim Miller as independent and an effective member of the Board. The Nomination Committee keeps succession planning under review and, as Tim Miller will complete nine years on the Board later this year, will consider, in due course, whether he should remain a Director of the Company until the next Annual General Meeting. Biographical information on each of the Directors is contained on pages 51 and 52 of the Annual Report and Accounts. The Chairman confirms that, following formal performance evaluation, all Directors standing for election/re-election continue to perform effectively and demonstrate commitment to the role.

10. Resolution 14 – Directors' Authority to Allot Shares

If passed, Resolution 14 will give the Directors authority to allot ordinary shares in the capital of the Company up to a maximum nominal amount of £1,071,452 representing approximately one-third of the Company's issued ordinary share capital as at 8 April 2014 (the latest practicable date before publication of this Notice). This authority will lapse 15 months from the passing of the Resolution or at the next Annual General Meeting, whichever shall first occur. Other than the allotment of shares arising from the vesting of shares or the exercise of options in respect of the Company's share and share option schemes, the Directors have no present intention of exercising this authority. As at the date of this Notice the Company does not hold any ordinary shares in the capital of the Company in treasury.

11. Resolution 15 – Donations to Political Organisations and Political Expenditure

For the purpose of this Resolution, 'political donations', 'political organisations' and 'political expenditure' have the meanings given to them in sections 363 to 365 of the Act. In accordance with its business principles, it is the Company's policy not to make contributions to political parties. There is no intention to change it. However, what constitutes a 'political party', a 'political organisation', 'political donations' or 'political expenditure' under the Act is not easy to decide as the legislation is capable of wide interpretation. Sponsorship, subscriptions, payment of expenses, paid leave for employees fulfilling public duties and support for bodies representing the business community in policy review or reform, among other things, may fall within these terms. Therefore, notwithstanding that the Company has not made a political donation in the past, and has no intention of, either now or in the future, making any political donation or incurring any political expenditure in respect of any political party, political organisation or independent election candidate, the Board has decided to put forward Resolution 15 to renew the authority granted by shareholders at the last Annual General Meeting of the Company. This will allow the Company to continue to support the community and put forward its views to wider business and Government interests without running the risk of being in breach of the law. As permitted under the Act, Resolution 15 also covers any of these activities by the Company's subsidiaries.

12. Resolution 16 – Disapplication of Pre-emption Rights

Resolution 16 will give the Directors authority to allot shares in the capital of the Company pursuant to the authority granted under Resolution 14 for cash without complying with the pre-emption rights in the Act in certain circumstances. This authority will permit the Directors to allot:

- (a) shares up to a nominal amount of £1,071,452, (representing approximately one-third of the Company's issued share capital) on an offer to existing shareholders on a pre-emptive basis (in each case subject to adjustments for fractional entitlements and overseas shareholders as the Directors see fit); and

- (b) shares up to a maximum nominal value of £160,717 representing approximately 5% of the issued ordinary share capital of the Company as at 8 April 2014 (the latest practicable date prior to publication of this Notice) otherwise than in connection with an offer to existing shareholders.

The Directors have no present intention of exercising this authority. The Directors confirm their intention to follow the provisions of the Pre-emption Group's Statement of Principles regarding cumulative usage of authorities within a rolling three-year period. The Principles provide that companies should not issue for cash shares representing in excess of 7.5% of the Company's issued share capital in any rolling three-year period, other than to existing shareholders, without prior consultation with shareholders.

13. Resolution 17 – Power to Buy Back Shares in the Market

Resolution 17 gives the Company authority to buy back its own ordinary shares in the market as permitted by the Act. The authority limits the number of shares that could be purchased to a maximum of 32,143,569 (representing 10% of the Company's issued ordinary share capital as at 8 April 2014 the latest practicable date prior to publication of this Notice) and sets minimum and maximum prices. This authority will expire 15 months from the passing of the Resolution or at the next Annual General Meeting, whichever shall first occur.

The Directors have no present intention of exercising the authority to purchase the Company's ordinary shares but will keep the matter under review, taking into account the financial resources of the Company, the Company's share price and future funding opportunities. The authority will be exercised only if the Directors believe that to do so would result in an increase in earnings per share and would be in the interests of shareholders generally. Any purchases of ordinary shares would be by means of market purchases through the London Stock Exchange.

Listed companies purchasing their own shares are allowed to hold them in treasury as an alternative to cancelling them. No dividends are paid on shares while they are held in treasury and no voting rights attach to treasury shares.

If Resolution 17 is passed at the Meeting, it is the Company's current intention to cancel all of the shares it may purchase pursuant to the authority granted to it. However, in order to respond properly to the Company's capital requirements and prevailing market conditions, the Directors will need to reassess at the time of any and each actual purchase whether to hold the shares in treasury or cancel them, provided it is permitted to do so.

As at 8 April 2014 (the latest practicable date prior to the publication of this Notice), there were 973,924, options to subscribe for shares in the capital of the Company representing 0.30% of the Company's issued share capital. If this authority to purchase the Company's ordinary shares and the existing authority to purchase taken at last year's Annual General Meeting (which expires at the end of this year's Meeting) were to be exercised in full, these options would represent 0.38% of the Company's issued share capital.

14. Resolution 18 – Notice of General Meetings

This Resolution seeks to renew the authority granted at the 2013 Annual General Meeting to allow the Company to call general meetings, other than an annual general meeting, on 14 clear days' notice. The minimum notice period for general meetings of listed companies is 21 days, but companies may reduce this period to 14 days (other than for annual general meetings) provided that two conditions are met. The first condition is that a company offers a facility for shareholders to vote by electronic means. This condition is met if a company offers a facility, accessible to all shareholders, to appoint a proxy by means of a website. The second condition is that there is an annual resolution of shareholders approving the reduction of the minimum notice period from 21 days to 14 days. If approved, the Resolution will allow the Company to retain maximum flexibility to seek shareholder approval for any future change or transaction that may require such approval. This authority will be effective until the next Annual General Meeting, when it is intended that a similar resolution will be proposed. The Board will consider on a case by case basis whether the use of the flexibility offered by the shorter notice period is merited, taking into account the circumstances, including whether the business of the meeting is time sensitive.

15. A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the Meeting. In accordance with the provisions of the Act, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that they do not do so in relation to the same shares. It is no longer necessary to nominate a designated corporate representative.

16. As at 8 April 2014 (being the latest practicable date prior to the publication of this Notice) the Company's issued share capital consisted of 321,435,690 ordinary shares. No shares are held in treasury. Therefore the total voting rights in the Company are 321,435,690.

17. The contents of this Notice, details of the total number of shares in respect of which members are entitled to exercise voting rights at the Meeting, details of the totals of the voting rights that members are entitled to exercise at the Meeting and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this Notice will be available on the Company's website: www.page.com/investors.

18. Members satisfying the thresholds in section 527 of the Act can require the Company to publish a statement on its website setting out any matter relating to (a) the audit of the Company's accounts (including the Auditor's Report and the conduct of the audit) that is to be laid before the Meeting; or (b) any circumstances connected with an auditor of the Company ceasing to hold office since the last Annual General Meeting, that the members propose to raise at the Meeting. The Company cannot require the members requesting the publication to pay its expenses. Any statement placed on the website must also be sent to the Company's Auditor no later than the time it makes the statement that the Company has been required to publish on its website.

19. The Company must cause to be answered at the Meeting any question relating to the business being dealt with at the Meeting that is put by a member attending the Meeting, except in certain circumstances, including if it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered or if to do so would involve the disclosure of confidential information.

20. Copies of the contract of service for Mr S Ingham and the letters of appointment for the Chairman and the Non-Executive Directors of the Company are available for inspection on the day of the Meeting, at the place of the Meeting, from at least 30 minutes prior to the Meeting until its conclusion. The same documents are otherwise available for inspection at the Registered Office Address of the Company during normal business hours Monday to Friday (Bank Holidays excepted).

21. You may not use any electronic address in this Notice to communicate with the Company for any purpose other than those expressly stated.