

Annual General Meeting



Notice of meeting

Notice is hereby given that the Annual General Meeting of the Company will be held at Page House, The Bourne Business Park, 1 Dashwood Lang Road, Addlestone, Weybridge, Surrey, KT15 2QW on Friday 18 May 2012 at 12.00 noon for the following purposes:

1. To receive the accounts and the reports of the directors and the auditors for the year ended 31 December 2011.
2. To declare a final dividend on the ordinary share capital of the Company for the year ended 31 December 2011 of 6.75p per share.
3. To elect Robin Buchanan as a director of the Company (Note 8).
4. To re-elect Steve Ingham as a director of the Company (Note 8).
5. To elect Andrew Bracey as a director of the Company (Note 8).
6. To re-elect Ruby McGregor-Smith as a director of the Company (Note 8).
7. To re-elect Dr. Tim Miller as a director of the Company (Note 8).
8. To re-elect Reg Sindall as a director of the Company (Note 8).
9. To propose the following ordinary resolution:

That the Directors' Remuneration Report for the year ended 31 December 2011 be received and approved.
10. To re-appoint Ernst & Young LLP as auditors of the Company to hold office until the conclusion of the next Annual General Meeting of the Company.
11. To authorise the directors to determine the remuneration of the auditors.

12. To propose the following ordinary resolution (Note 9):

That in accordance with section 366 and 367 of the Companies Act 2006 (the '2006 Act') the Company, and all companies that are subsidiaries of the Company at the date on which this Resolution 12 is passed or during the period when this Resolution 12 has effect, be generally and unconditionally authorised to:

- (a) make political donations to political parties (or independent election candidates), as defined in the 2006 Act, not exceeding £25,000 in total;
- (b) make political donations to political organisations other than political parties, as defined in the 2006 Act, not exceeding £25,000 in total; and
- (c) incur political expenditure, as defined in the 2006 Act, not exceeding £25,000 in total;

during the period commencing on the date of passing this resolution and ending on the date of the next Annual General Meeting of the Company 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 shall not exceed £75,000.

13. To propose the following ordinary resolution (Note 10):

That the directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 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 £1,046,509, provided that this authority, shall expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, on 18 August 2013, 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.

14. To propose the following special resolution (Note 11):

That the directors be and they are hereby empowered pursuant to section 570 and section 573 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of that Act) for cash either pursuant to the authority conferred by Resolution 13 above or by way of a sale of treasury shares as if section 561(1) of that 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 14) to any person or persons of equity securities up to an aggregate nominal amount of £158,562, and shall expire upon the expiry of the general authority conferred by Resolution 13 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.

15. To propose the following special resolution (Note 12):

That the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) 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 31,712,398 representing approximately 10% of the issued ordinary share capital of the Company as at 9 April 2012;
- (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 18 August 2013 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.

16. To propose the following special resolution (Note 13):

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 1,426,919 shares representing 0.5% of the existing issued share capital of the Company (excluding treasury shares).

By order of the Board



Kelvin Stagg

Company Secretary
 Michael Page International plc
 Page House, 1 Dashwood Lang Road
 The Bourne Business Park
 Addlestone, Surrey, KT15 2QW
 Registered in England No. 3310225
 9 April 2012

Notes

1. A member entitled to attend and vote at the 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.
2. A proxy does not need to be a member of the Company, but must attend the Meeting to represent you. 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 proxy form are set out in the notes to the proxy form. 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 proxy form which may be used to make this appointment and give proxy instructions accompanies this notice. If you do not have a proxy form and believe that you should have one, please contact Capita Registrars 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 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:
 - in hard copy form by post, by courier or by hand to the Company's Registrar, at, PXS, 34 Beckenham Road, Beckenham BR3 4TU;
 - 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 Companies Act 2006 (a 'Nominated Person'). The rights to appoint a proxy can not 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 3 to 8 – election/re-election of directors:

Resolutions 3 to 8 deal with the election/re-election of the directors in accordance with the UK Corporate Governance Code (which has replaced the Combined Code on Corporate Governance). The Governance Code provides for all directors of FTSE 350 companies to be subject to election/re-election by their shareholders every year. The Governance Code applies on a “comply or explain” basis and applies to financial years beginning on or after 29 June 2010. Accordingly, in keeping with the Board’s aim of complying with the Code, unless not in the best interests of the Company and its shareholders, each member of

the board is standing for re-election, and in the cases of Robin Buchanan and Andrew Bracey for election, by the shareholders at this year’s Annual General Meeting. Biographical information on each of the directors is contained on pages 33 and 34 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.

9. Resolution 12 – political donations:

For the purpose of this resolution, ‘political donations’, ‘political organisations’ and ‘political expenditure’ have the meanings given to them in Section 363-365 of the 2006 Act.

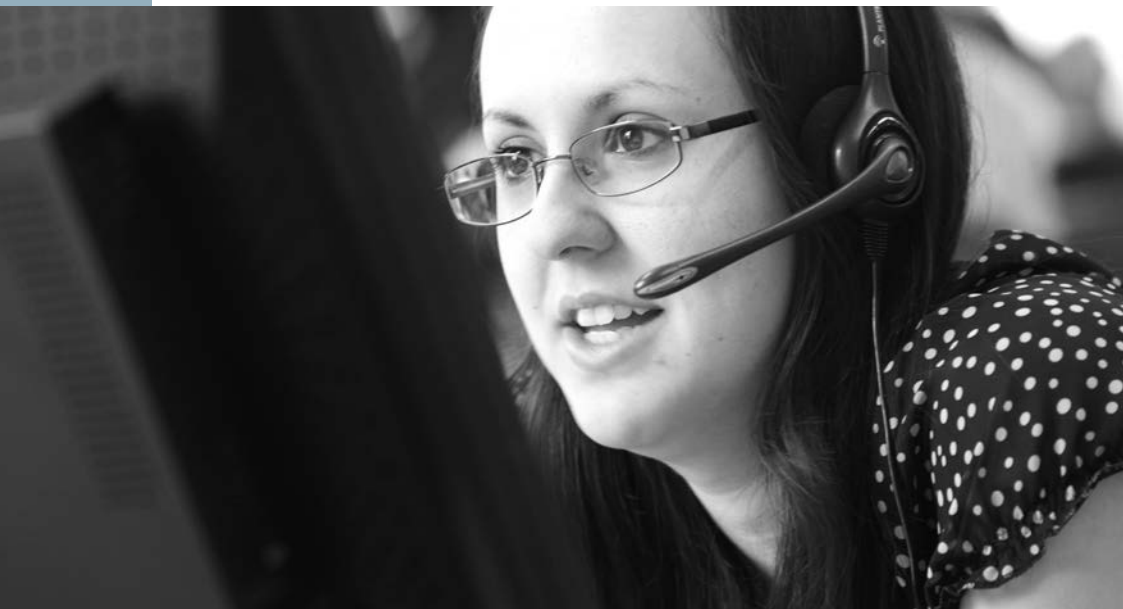
In accordance with its Business Principles, it is the Company’s policy not to make contributions to political parties. There is no intention to change it. However, what constitutes a ‘political party’, a ‘political organisation’, ‘political donations’ or ‘political expenditure’ under the Companies Act 2006 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 this. 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 12 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 2006 Act, Resolution 12 has also been extended to cover any of these activities by the Company’s subsidiaries.

10. Resolution 13 – directors’ authority to allot shares:

If passed, Resolution 13 will give the directors authority to allot ordinary shares in the capital of the Company up to a maximum nominal amount of £1,046,509 representing approximately 33% of the Company’s issued ordinary share capital (excluding treasury shares) as at 9 April 2012 (the latest practicable date before publication of this notice). This power will last until the conclusion of the next Annual General Meeting in 2013.

The directors have no present intention of exercising this authority.

As at the date of this letter the Company does not hold any ordinary shares in the capital of the Company in treasury.





11. Resolution 14 – disapplication of pre-emption rights:

Resolution 14 will give the directors authority to allot shares in the capital of the Company pursuant to the authority granted under Resolution 13 for cash without complying with the pre-emption rights in the Companies Act 2006 in certain circumstances. This authority will permit the directors to allot:

- (a) shares up to a nominal amount of £1,046,509, (representing 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 £158,562, representing approximately 5% of the issued ordinary share capital of the Company as at 9 April 2012 (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.

12. Resolution 15 – buyback authority:

Resolution 15 gives the Company authority to buy back its own ordinary shares in the market as permitted by the Companies Act 2006. The authority limits the number of shares that could be purchased to a maximum of 31,712,398 (representing approximately 10% of the Company's issued ordinary share capital (excluding treasury shares) as at 9 April 2012 (the latest practicable date prior to publication of this notice)) and sets minimum and maximum prices. This authority will expire at the conclusion of the Annual General Meeting of the Company in 2013.

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 15 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 9 April 2012 (the latest practicable date prior to the publication of this notice), there were 22,882,584 warrants and options to subscribe for shares in the capital of the Company representing 7.2% of the Company's issued share capital (excluding treasury shares). If this authority to purchase the Company's ordinary shares and the existing authority to purchase taken at last year's AGM (which expires at the end of this year's AGM) were to be exercised in full, these options would represent 8.0% of the Company's issued share capital (excluding treasury shares).

13. Resolution 16 – length of notice for general meetings:

This is a resolution to allow the Company to hold general meetings (other than Annual General Meetings) on 14 days notice.

Before the introduction of the Companies (Shareholders' Rights) Regulations 2009: (The 'Shareholders' Rights Regulations') on 3 August 2009, the minimum notice period permitted by the 2006 Act for general meetings (other than annual general meetings) was 14 days. One of the amendments made to the 2006 Act by the Shareholders' Rights Regulations was to increase the minimum notice period for general meetings of listed companies to 21 days, but with an ability for companies to reduce this period back to 14 days (other than for annual general meetings) provided that two conditions are met. The first condition is that the Company offers a facility for shareholders to vote by electronic means. This condition is met if the 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.

The Board is therefore proposing Resolution 16 as a special resolution to approve 14 days as the minimum period of notice for all general meetings of the Company other than annual general meetings. The approval will be effective until the Company's next annual general meeting, when it is intended that the approval be renewed. 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.

14. To have the right to attend and vote (whether in person or by proxy) at the Meeting or adjourned meeting (and also for the purpose of calculating how many votes a person may cast), a person must have his/her name entered on the register of members by no later than 6.00 pm on 16 May 2012 (or if the Meeting is adjourned, at 6.00 pm on the date which is two days prior to the adjourned meeting). Changes to entries on the register after this time shall be disregarded in determining the rights of any person to attend or vote (and the number of votes they may cast) at the Meeting or adjourned meeting.
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 Companies Act 2006, 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 9 April 2012 (being the latest business day prior to the publication of this notice), the Company's issued share capital consists of 317,181,520 ordinary shares. The Employee Benefit Trust holds 10,548,099 ordinary shares of the Company carrying no voting rights. No shares are held in treasury. Therefore the total voting rights in the Company are 306,633,421.
17. The contents of this notice of Meeting, 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: <http://investors.michaelpage.com>

18. Members satisfying the thresholds in section 527 of the Companies Act 2006 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 auditors no later than the time it makes its statement available on the website. The business which may be dealt with at the Meeting includes any 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 directors' service contracts with the Company, and the terms and conditions of the non- executive directors, are available for inspection at the registered office of the Company during usual business hours (Saturdays, Sundays and public holidays excepted) and will be available at the place of the Meeting from 8.00 am until its conclusion.

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