

**Notice of Annual General Meeting 2009
to be held at the offices of Howard Kennedy
19 Cavendish Square London W1A 2AW on
Tuesday 7 July 2009 at 11.00am**

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 the offices of Howard Kennedy 19 Cavendish Square London W1A 2AW on Tuesday 7 July 2009 at 11.00am. The AGM is the Board's opportunity to present the Company's performance to shareholders and to listen to 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 2009 has been published on the Company's website, www.prime-people.co.uk.

If you have elected to receive shareholder correspondence in hard copy the Annual report will be sent through on or around 12 June 2009. 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,

Christopher Heayberd
Company Secretary

Prime People Plc

Notice of Annual General Meeting

Notice is hereby given that the twenty-fifth Annual General Meeting of Prime People Plc (the "Company") will be held at the offices of Howard Kennedy at 19 Cavendish Square, London W1A 2AW on Tuesday 7 July 2009 at 11.00am for the following purposes:

Ordinary Business:

1. To receive the Company's financial statements for the year ended 31 March 2009 together with the reports of the directors and auditors thereon.
2. To approve the Remuneration Report.
3. To reappoint Mr P H Moore as a director, who retires by rotation pursuant to the articles of association, and being eligible, offers himself up for reappointment.
4. To reappoint Mr J H J Lewis as a director, who retires by rotation pursuant to the articles of association, and being eligible, offers himself up for reappointment.
5. To reappoint Horwath Clark Whitehill LLP as auditors for the ensuing year.
6. To authorise the Directors to determine the remuneration of the auditors.

Special Business:

7. To consider and, if thought fit, to pass the following resolution as an ordinary resolution:
That, in place of all existing powers, the Directors be and are hereby generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 ('the Act') to exercise all powers of the Company to allot relevant securities (as defined in sub-section (2) of the said Section 80) up to an aggregate nominal amount of £400,927 provided that this authority shall expire at the conclusion of the Annual General Meeting to be held in 2010 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 relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.
8. To consider, and, if thought fit, to pass the following resolution as a special resolution:
That, in place of all existing powers, pursuant to Section 95 of the Act the Directors be and are hereby empowered to allot equity securities (as defined by Section 94 of the Act) for cash pursuant to the authority conferred by Resolution 7 above as if Section 89(1) 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 £60,145.
9. 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 166 of the Act to make one or more market purchases (within the meaning of section 163(3) 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 1,202,900 (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.
10. To consider, and, if thought fit, to pass the following resolution as a special resolution:
That the Articles of Association produced to the meeting and signed by the Chairman for the purpose of identification be approved and adopted as the new Articles of Association of the Company in substitution for, and to the exclusion of the existing Articles of Association, with effect from the conclusion of the Annual General Meeting.

Registered Office
40a Dover Street
London W1S 4NW

By order of the Board
C I Heayberd
Secretary
5th June 2009

Prime People Plc

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.

Prime People Plc

Form of Proxy

For use at the Annual General Meeting convened for Tuesday 7 July 2009 at 11.00am.

I/We

Of

being (a) member(s) of the above-named Company, hereby appoint the Chairman for the time being of the meeting or*

as my/our proxy to attend, speak and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at the offices of Howard Kennedy 19 Cavendish Square London W1A 2AW on Tuesday 7 July 2009 at 11.00am and at any adjournment thereof.

I/We direct my/our proxy to vote with an X in the spaces below on the resolutions set out in the notice convening the Annual General Meeting as follows, (if no indication is given, your proxy will vote for or against the resolution or abstain from voting as he thinks fit):

ORDINARY BUSINESS	FOR	AGAINST	ABSTAIN
1. To approve the Company's financial statements for the year ended 31 March 2009 together with the reports of the directors and auditors thereon.			
2. To approve the Remuneration Report.			
3. To reappoint Mr P H Moore as a director			
4. To reappoint Mr J H J Lewis as a director			
5. To re-appoint Horwath Clark Whitehill LLP as auditors for the ensuing year			
6. To authorise the directors to determine the remuneration of the auditors.			
SPECIAL BUSINESS			
7. To authorise the directors to issue new shares			
8. To empower the directors to allot shares for cash.			
9. To authorise the directors to make market purchases of its own shares.			
10. To adopt new articles of association			

If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

Signed this

day of

2009

Signature

Prime People Plc

Form of Proxy *(continued)*

Notes:

1. If any other proxy is preferred, strike out the words "Chairman of the Meeting" and add the NAME and ADDRESS of the proxy you wish to appoint and initial the alteration. The proxy need not be a member.
2. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
3. If the appointer is a corporation, this form must be completed under its common seal or under the hand of some officer or attorney duly authorised in writing.
4. The signature of any one of the joint holders will be sufficient, but the names of all the joint holders should be stated. In the case of joint holders of a share, the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the share.
5. To be effective this form 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, this form 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.
6. The completion of this form will not preclude a member from attending the meeting and voting in person in which case any votes cast by the proxy will be excluded and your proxy appointment will automatically be terminated. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating the intention to invoke 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.
7. Any alteration of this form must be initialled.
8. In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, only those members 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 adjourned meeting, will be entitled to attend and vote at the meeting. Changes to entries on the register of members after such time will be disregarded in determining the rights of any person to attend and vote at the meeting.

SECOND FOLD

BUSINESS REPLY SERVICE
Licence No BM3865



NEVILLE REGISTRARS LIMITED
NEVILLE HOUSE
18 LAUREL LANE
HALESOWEN
WEST MIDLANDS
B63 3BR

FIRST FOLD

THIRD FOLD AND TUCK IN