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Neville Registrars Limited
Neville House
18 Laurel Lane
Halesowen
West Midlands
B63 3BR

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3 July 2008

Dear Shareholder

I am writing to advise you that a copy of the Annual Report and Accounts for Worthington Group plc for the year ended 31 March 2008 is now available for download on our website at www.worthingtongroupplc.co.uk.

If you have elected to receive a printed copy of the Report this will be enclosed with this letter. If you wish to receive a hard copy of the Annual Report and Accounts then please write to the Company Secretary at the address below.

I also attach a notice of Annual General Meeting together with a proxy voting form. Biographical details of the directors who are offering themselves for re-election are available on pages 4 and 5 of the Annual Report and Accounts.

Yours faithfully

D M Shalom

Company Secretary

Worthington Group plc
Suite One, Courthill House
66 Water Lane
Wilmslow
Cheshire
SK9 5AP

Notice of Annual General Meeting

Notice is hereby given that the fifty-fifth Annual General Meeting of Worthington Group plc will be held on Friday 1 August 2008 at 10.00 am at Suite One, Courthill House, 66 Water Lane, Wilmslow SK9 5AP, to consider and if thought fit pass the following resolutions of which resolutions 1 to 6 are proposed as ordinary resolutions and resolutions 7 and 8 as special resolutions.

1. To receive and adopt the Directors' Report, the Report of the Auditors and the Financial Statements of the Company for the year ended 31 March 2008.
2. To receive and adopt the Report on Directors' remuneration.
3. To re-elect Michael Edelson as Director who retires by rotation and being eligible offers himself for re-election.
4. To re-elect David Shalom as Director who retires by rotation and being eligible offers himself for re-election.
5. To re-elect UHY Hacker Young as Auditors of the Company and to authorise the Directors to determine the Auditors' remuneration.
6. To consider and, if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

"That the Directors be and they are hereby generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985, in substitution for any existing power to allow relevant securities to exercise all the powers of the Company to allot relevant securities (within the meaning of the said Section 80) up to an aggregate nominal amount of £4,092,983 during the period commencing on the date of the passing of this Resolution and expiring at the conclusion of the Annual General Meeting of the Company in 2009 or 15 months from the date of the passing of this resolution, whichever comes first, but so that this authority shall allow the Company to make before the expiry of this authority offers or agreements which would or might require relevant securities to be allotted after such expiry and notwithstanding such expiry the Directors may allot relevant securities in pursuance of such offers or agreements."

As Special Business

7. To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

"That, subject to the passing of Resolution 6 set out in the Notice of this Meeting:

(a) the Directors be and they are hereby empowered pursuant to Section 95 of the Companies Act 1985 ("the Act"), to allot equity securities (within the meaning of Section 94 of the Act) pursuant to the authority given by the said Resolution 6, as if Section 89(1) of the Act did not apply to any such allotment provided that this power shall be limited to:

- (i) the allotment of equity securities in connection with or the subject of an offer or invitation, open for acceptance for a period fixed by the Directors, to holders of Ordinary Shares and such other equity securities of the Company as the Directors may determine on the register on a fixed record date in proportion (as nearly as may be) to their respective holdings of such securities or in accordance with the rights attached thereto (including equity securities which, in connection with such offer or invitation are the subject of such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements that would otherwise arise or with legal or practical problems under the laws of, or the agreements of any recognised regulatory body or Stock Exchange in any territory or otherwise, howsoever arising);

(ii) the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities up to an aggregate nominal amount of £613,947; and shall expire at the conclusion of the Annual General Meeting of the Company in 2009 or 15 months from the date of the passing of this Resolution, whichever comes first, except that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and notwithstanding such expiry, the Directors may allot equity securities in pursuance of such offers or agreements;

(b) all authorities previously conferred under Section 95 of the Act be and they are hereby revoked, provided that such revocation shall not have retrospective effect; and

(c) words and expressions defined in, or for the purposes of Part IV of the Act shall bear the same meanings herein."

8. To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

"That the Company be hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 163 of the Companies Act 1985) of Ordinary Shares of 10p each of the Company ("Ordinary Shares") in such manner and on such terms as the Directors of the Company may from time to time determine, provided that:

(a) the maximum number of Ordinary Shares hereby authorised to be purchased shall be 590,350 Ordinary Shares;

(b) the minimum price which may be paid for an Ordinary Share is 10p;

(c) the maximum price which may be paid for an Ordinary Share is an amount equal to 105 per cent of the average of the middle market quotations for an Ordinary Share taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Ordinary Share is purchased;

(d) the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company in 2009, or the date falling 15 months after the passing of this Resolution, whichever is the earlier, unless such authority is revoked, varied or renewed prior to such time; and

(e) the Company may make a contract to purchase Ordinary Shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiration of such authority and may make a purchase of Ordinary Shares pursuant to any such contract."

By order of the Board

D M Shalom

Company Secretary

3 July 2008

Registered Office:
Worthington Group plc
Suite One, Courthill House
66 Water Lane, Wilmslow
Cheshire SK9 5AP

Notes

1. A Member entitled to attend and vote at the meeting may appoint one or more proxies to attend and (on a poll) vote in his or her place. A proxy need not be a member of the Company.
2. To be effective, a form of proxy must be deposited at the office of the Company's registrars, Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3BR not less than 48 hours before the time fixed for the meeting. A proxy card is attached.
3. The Registers of Directors' Interests in the Shares of the Company and the Directors' Service Contracts with the Company will be available for inspection at the Registered Office of the Company during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) until the date of the meeting and also on the date and at the place of the meeting for one hour prior to the meeting and during the meeting.

Form of Proxy

I/We

of

as Member(s) of WORTHINGTON GROUP plc hereby appoint the Chairman of the Meeting or

.....
as my/our proxy to vote for me/us and on my/our behalf as indicated below at the Annual General Meeting of the Company to be held on 1 August 2008 and at every adjournment thereof.

RESOLUTIONS		
<i>Ordinary Business</i>	FOR	AGAINST
1. Adoption of Report and Accounts		
2. Adoption of Report on Directors' remuneration		
3. To re-elect Michael Edelson as a Director		
4. To re-elect David Shalom as a Director		
5. Re-election of UHY Hacker Young as Auditors		
6. General Authority to the Directors to allot Shares		
<i>Special Business</i>		
7. Authorisation of the Directors to allot Equity Securities pursuant to Section 95 Companies Act 1985		
8. Authority to enable Company to purchase its own Shares		

Dated this day of 2008

Signed

Notes

- (1) The appointment of a proxy will not preclude you from attending and voting at the meeting in person.
- (2) Please indicate how you wish your votes to be cast by placing "X" in the box provided. On receipt of this form duly signed but without any specific direction as to how you wish your votes to be cast, you will be deemed to have authorised your proxy to vote, or to abstain from voting, as they think fit.
- (3) A corporation may execute either under seal or under the hand of an officer or attorney duly authorised in writing. In the case of joint shareholders, the signature of the first named joint shareholder on the register will be accepted to the exclusion of all other joint shareholders.
- (4) To be valid, this proxy must be filled in, signed and deposited at the office of the Company's registrars Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands, B63 3BR or posted in time to be delivered there, not later than 11.00 am on 30 July 2008.