

Notice of Annual General Meeting

Notice is hereby given that the fifty-eighth Annual General Meeting of Worthington Group plc will be held on Monday 26 September 2011 at 10.00 am at 2nd Floor, Bowman House, 29 Wilson Street, London EC2M 2SJ, to consider and if thought fit pass the following resolutions, of which resolutions 1 to 6 are proposed as ordinary resolutions and resolution 7 is a special resolution. Biographical details of the Directors who are offering themselves for re-election are provided in the Annual Report and Accounts or (in the case of John Taylor) on the Company's website at www.worthingtongroupplc.co.uk

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 2011.
2. To re-appoint as Director Anthony Ralph Cooke who retires and offers himself for re-election.
3. To re-appoint as Director Peter Townsend who retires and offers himself for re-election.
4. To re-appoint as Director John Ramsden Taylor who, having been appointed since the last AGM, retires and offers himself for re-election.
5. To re-appoint Shipleys LLP as Auditors of the Company and to authorise the Directors to determine the Auditors' remuneration.

As Special Business

6. As an ORDINARY RESOLUTION:

That the Directors be generally and unconditionally authorised to allot Relevant Securities (as defined in the notes to these resolutions) or grant rights to subscribe for or to convert any security into Relevant Securities up to a maximum aggregate nominal amount of £3,699,416.50 to such persons at such times and upon such terms and conditions as the Directors may determine (subject always to the articles of association of the Company).

Such authority shall, unless renewed, varied or revoked by the Company, expire on 26 December 2012 or, if earlier, the date of the next annual general meeting of the Company save that the Company may, before such expiry, make offers or agreements which would or might require Relevant Securities to be allotted and the Directors may allot Relevant Securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot Relevant Securities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

7. As a SPECIAL RESOLUTION:

That, subject to the passing of resolution 6, the Directors be given the general power to allot equity securities (as defined by section 560 of the Act) for cash, either pursuant to the authority conferred by resolution 6 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 with up to an aggregate nominal amount of £3,699,416.50 (less any allotted under resolution 7(b) below) in connection with an offer of equity securities but, in the case of the authority granted under resolution 6, by way of a rights issue only:
 - (i) to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
 - (ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

- (b) the allotment of equity securities up to an aggregate nominal amount of £3,699,416.50 (less any allotted under resolution 7(a) above).

The power granted by this resolution will expire on 26 December 2012 or, if earlier, the conclusion of the Company's next annual general meeting (unless renewed, varied or revoked by the Company prior to or on such date) save 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 the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if either section 89(1) of the Companies Act 1985 or section 561(1) of the Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

By order of the Board

PD COSEC Limited
Company Secretary

2 September 2011
Registered Office:
Worthington Group plc
1 The Green, Richmond
Surrey, TW9 1PL

Notes

Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members at 6.00 pm on 22 September 2011; or, if this Meeting is adjourned, at 6.00 pm on the day two business days prior to the adjourned meeting, shall be entitled to attend and vote at the Meeting.

Website giving information regarding the Meeting

2. Information regarding the Meeting, including the information required by section 333 of the Companies Act 2006, is available from www.worthingtongroupplc.co.uk.

Attending in person

3. If you wish to attend the Meeting in person to vote please bring with you a photographic form of identification.

Appointment of proxies

4. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
5. If you are not a member of the Company but you have been nominated by a member of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in this "Appointment of proxies" section. Please read the section "Nominated persons" below.
6. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form.
7. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. Further details on how to do this are set out in the notes to the proxy form.
8. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

Appointment of proxy using hard copy proxy form

9. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.
10. To appoint a proxy using the proxy form, the form must be:
 - 10.1. completed and signed;
 - 10.2. sent or delivered to Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3BR; and
 - 10.3. received by Neville Registrars Limited no later than 1 0.00am on 22 September 2011.
11. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
12. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

Appointment of proxies through CREST

13. CREST members who wish to appoint a proxy or proxies by using the CREST electronic proxy appointment service may do so for the Meeting by utilising the procedures described in the CREST Manual. 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.
14. 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 must be transmitted so as to be received by our agent Neville Registrars Limited CREST Participant ID 7RA11 by 10.00am on 22 September 2011. 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 agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
15. 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.

16. 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.

Appointment of proxy by joint members

17. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Changing proxy instructions

18. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Neville Registrars Limited on 0121 585 1131.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

19. In order to revoke a proxy instruction you will need to inform Neville Registrars Limited by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3BR. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

Revocation of a CREST proxy instruction should be made in accordance with the CREST manual.

The revocation notice must be received by Neville Registrars Limited no later than 10.00am on 22 September 2011.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

Corporate representatives

20. The Directors or the Secretary or the person authorised may require evidence of the authority of a corporate representative before permitting him to exercise his powers.

Issued shares and total voting rights

21. As at 31st August 2011, the Company's issued share capital comprised 11,807,014 Ordinary Shares of £0.10p each.
22. On 30th August 2011, the Company entered into an agreement to grant to Peter Townsend the right to subscribe for 3,935,671 Ordinary Shares of £0.10p each (the "Option Agreement").
23. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 31st August 2011 is 11,807,014. If the Option Agreement were fully exercised the total number of the voting rights in the Company would be 15,742,685 (assuming no further issues of shares).

Website publication of audit concerns

24. Pursuant to Chapter 5 of Part 16 of the Companies Act 2006 (sections 527 to 532), where requested by a member or members meeting the qualification criteria set out at note 26 below, the Company must publish on its website, a statement setting out any matter that such members propose to raise at the Meeting relating to the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Meeting.

Where the Company is required to publish such a statement on its website:

- (i) it may not require the members making the request to pay any expenses incurred by the Company in complying with the request;
- (ii) it must forward the statement to the Company's auditors no later than the time the statement is made available on the Company's website; and
- (iii) the statement may be dealt with as part of the business of the Meeting.

The request:

- (i) may be in hard copy form or in electronic form (see note 27 below);
- (ii) Must either set out the statement in full or, if supporting a statement sent by another member, clearly identify the statement which is being supported;
- (iii) must be authenticated by the person or persons making it (see note 27 below); and

- (iv) be received by the Company at least one week before the Meeting.

Members' qualification criteria

25. In order to be able to exercise the members' right to require the Company to publish audit concerns (see note 25), the relevant request must be made by:
- (i) a member or members having a right to vote at the Meeting and holding at least 5% of total voting rights of the Company; or
 - (ii) at least 100 members having a right to vote at the Meeting and holding, on average, at least £100 of paid up share capital.

For information on voting rights, including the total number of voting rights, see notes 22 to 24 above and the website referred to in note 2.

Submission of hard copy and electronic requests and authentication requirements

26. Where a member or members wish to request the Company to publish audit concerns (see note 25), such request must be made in accordance with one of the following ways:
- (i) a hard copy request which is signed by you, states your full name, address and shareholder number, and is sent to The Secretary, Worthington Group plc, 1 The Green, Richmond, Surrey, TW9 1PL;
 - (ii) a request which states your full name and address, and is sent to info@worthingtongroupplc.co.uk. Please state "AGM 2011" in the subject line of the email.

Questions at the Meeting

27. Under section 319A of the Companies Act 2006, the Company must answer any questions you ask relating to the business being dealt with at the meeting unless:
- (i) answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
 - (ii) the answer has already been given on a website in the form of an answer to a question; or
 - (iii) if is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Nominated persons

28. If you are a person who has been nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person"):

- (a) You may have a right under an agreement between you and the member of the Company who has nominated you to have information rights (“Relevant Member”) to be appointed or to have someone else appointed as a proxy for the Meeting.
- (b) If you either do not have such a right or if you have such a right but do not wish to exercise it, you may have a right under an agreement between you and the Relevant Member to give instructions to the Relevant Member as to the exercise of voting rights.
- (c) Your main point of contact in terms of your investment in the Company remains the Relevant Member (or, perhaps, your custodian or broker) and you should continue to contact them (and not the Company) regarding any changes or queries relating to your personal details and your interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from you.