

Notice of Annual General Meeting

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 financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 immediately. If you have sold or otherwise transferred all your securities in the company, please send this document and the accompanying form of proxy to the purchaser or transferee or to the stockbroker, bank or other agent through whom you effected the sale or transfer for transmission to the purchaser or transferee.

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Jelf Group plc (registered in England and Wales with registered number 2975376) (the "Company") will be held at The Kendleshire Golf Club, Henfield Road, Coalpit Heath, Bristol, BS36 2TG on 29 March 2010 at 10.00 am for the following purposes:

To consider and if thought fit, to pass the following resolutions which will be proposed as Ordinary Resolutions:

1. To receive the report of the directors, the auditor's report and the audited financial statements of the Company for the period ended 30 September 2009.
2. To re-appoint Alexander Alway as a director of the company who retires in accordance with the Company's Articles of Association and who, being eligible, offers himself for re-appointment.
3. To re-appoint Richard Alexander Rowe as a director of the company who retires in accordance with the Company's Articles of Association and who, being eligible, offers himself for re-appointment.
4. To re-appoint PricewaterhouseCoopers LLP as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the Company and to authorise the directors to determine their remuneration.

Registered Office:

By order of the Board

John Harding
Company Secretary

Fromeforde House
Church Road
Yate
Bristol BS37 5JB

05 March 2010

Notes:

Notes to the Notice of Annual General Meeting

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 p.m. on 27 March 2010 or, if this Meeting is adjourned, 48 hours prior to the adjourned meeting, shall be entitled to attend and vote at the Meeting.

2. 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.
3. Completion and return of a proxy form will not preclude you from attending and voting in person at the meeting should you subsequently decide to do so.
4. 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. If no voting indication is given on your form of proxy, your proxy will vote or abstain from voting at his or her discretion.
5. 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).
6. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different ordinary shares. You may not appoint more than one proxy to exercise rights attached to any one ordinary share.
7. To appoint a proxy the form must be completed and signed, sent or delivered to Company's Registrars, Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU and received by Capita Registrars no later than 10.00 a.m. on 27 March 2010
8. 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. 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.
9. 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.
10. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) thereof 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.
11. 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 the issuer's agent (**CREST ID RA10**) by 10.00 a.m. on 27 March 2010. 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.
12. 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. 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.

13. Except as provided above, members who have general queries about the Meeting should telephone the Company's Registrars Capita Registrars on 0871 664 0300 (calls cost 10p per minute plus network charges and lines are open 8.30am-5.30pm Mon-Fri). You may not use any electronic address provided either in this notice of general meeting; or any related documents (including the proxy form), to communicate with the Company for any purposes other than those expressly stated.
14. Biographical details of the directors retiring by rotation and being proposed for re-election are set out in the report of the directors and the audited financial statements for the period ended 30 September 2009 enclosed with the notice of Annual General Meeting.
15. The following documents will be available for inspection at the Company's registered office during normal business hours on any weekday (Saturdays, Sundays and English public holidays excluded) from the date of this Notice until the date of the Annual General Meeting and at the place of the meeting at least 15 minutes prior to the commencement of the Annual General Meeting until its conclusion:
 - (a) copies of the directors' contracts of service;
 - (b) copies of the non-executive directors' letters of appointment;
 - (c) a copy of the Articles of Association of the Company. A copy of the Articles of Association of the Company will also be available on the Investor Relations section of the Jelf Group website (www.jelfgroup.com) on the Shareholder Information page.