

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about what action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised and regulated under the Financial Services and Markets Act 2000 (as amended).

If you have sold or otherwise transferred all of your Ordinary Shares, please send this document and accompanying Form of Proxy at once to the purchaser or transferee or to the bank, stockbroker or other agent through whom you have sold or transferred your shares for delivery to the purchaser or transferee. Such documents should, however, not be forwarded to or transmitted into any jurisdiction outside of the UK. Any failure to comply with such restriction may constitute a violation of the securities laws of any such jurisdiction. If you have sold only part of your holding of Ordinary Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

The Directors, whose names are set out at page 5, and the Company accept responsibility for the information contained in this document including individual and collective responsibility. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document, for which they accept responsibility, is in accordance with the facts and does not omit anything likely to affect the import of such information. The whole of the text of this document should be read.

This document is a circular relating to the cancellation of admission of ordinary share to the premium segment of the Official List and to trading on the London Stock Exchange's Main Market for listed securities which has been prepared in accordance with the Listing Rules of the Financial Services Authority under section 73A of the Financial Services and Markets Act 2000.

THE 600 GROUP PLC

(incorporated and registered in England and Wales with registered no: 196730)

Proposed cancellation of listing of Ordinary Shares on the Official List and of trading on London Stock Exchange plc

Admission to trading on AIM

and

Notice of General Meeting

This document should be read as a whole. Your attention is drawn to the letter from the Chairman of 600 Group set out in this document which recommends you to vote in favour of the Resolution to be proposed at the General Meeting referred to below.

Notice of a General Meeting of 600 Group, to be held at 600 House, Landmark Court, Revie Road, Leeds LS11 8JT at 10.00 a.m. on 15 June 2011, is set out at the end of this document. The Form of Proxy for use at the General Meeting accompanies this document and, to be valid, should be completed and returned in accordance with the instructions set out thereon as soon as possible but in any event so as to reach the Company's registrars, Capita Registrars, PXS, 34 Beckenham Road, Beckenham, BR3 4TU, not later than 10.00 a.m. on 13 June 2011. Completion of a Form of Proxy will not prevent a Shareholder from attending the meeting and voting in person.

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DEFINITIONS

The following definitions apply throughout this document unless the context requires otherwise:

‘Act’	the Companies Act 2006
‘Admission’	the admission of the Ordinary Shares to trading on AIM becoming effective in accordance with the AIM Rules
‘AIM’	the AIM market operated by the London Stock Exchange
‘AIM Rules’	the AIM Rules for companies whose securities are admitted to trading on AIM as published by the London Stock Exchange from time to time
‘Board’ or ‘Directors’	the board of directors of the Company, whose names are set out at page 5 of this document
‘Business Day’	a day (other than a Saturday, Sunday or public holiday) when banks are usually open for business in London
‘Cancellation’	the cancellation of the Ordinary Shares from admission to the Official List and from trading on the London Stock Exchange’s Main Market
‘Company’ or ‘600 Group’	600 Group plc, a company incorporated in England and Wales with registered number 05662495
‘finnCap’	finnCap Ltd, the Company’s nominated adviser and broker, which is incorporated in England and Wales with registered number 06198898
‘Form of Proxy’	the form of proxy for use by Shareholders in connection with the General Meeting, which is enclosed with this document
‘FSA’	the Financial Services Authority
‘General Meeting’	the general meeting of the Company convened for 10.00 a.m. on 15 June at which the Resolution will be proposed, notice of which is set out at the end of this document
‘Group’	the Company and its Subsidiaries
“Listing Rules”	the rules and regulations made by the FSA under Part VI of FSMA as amended from time to time
‘London Stock Exchange’	London Stock Exchange plc
‘Notice of General Meeting’	the notice of General Meeting set out at the end of this document
‘Official List’	the Official List of the UKLA, maintained by the FSA in accordance with section 74(1) of the Financial Services and Markets Act 2000
‘Ordinary Shares’	the 63,821,253 ordinary shares of 1 pence each in the share capital of the Company which are in issue at the date of this document
‘Proposals’	the Cancellation and Admission
‘QCA Guidelines’	the Corporate Governance Guidelines for AIM companies published by the Quoted Companies Alliance

‘Resolution’	the resolution to be proposed at the General Meeting and set out in the Notice of General Meeting
‘Shareholder’	a holder of Ordinary Shares
‘Subsidiary’	has the meaning given to it in section 1159 of the Act
‘UK’ and ‘United Kingdom’	the United Kingdom of Great Britain and Northern Ireland
‘UK Corporate Governance Code’	the UK Corporate Governance Code issued by the Financial Reporting Council dated June 2010 (as updated from time to time)
‘UK Listing Authority’ or ‘UKLA’	the FSA acting in its capacity as the competent authority for the purposes of Part VI of the Financial Services and Markets Act 2000

TIMETABLE OF EVENTS

Latest time and date for receipt of Proxy Forms	10.00 a.m. 13 June 2011
Time and date of General Meeting	10.00 a.m. 15 June 2011
Cancellation of Ordinary Shares from the Official List effective	8.00 a.m. 14 July 2011
Admission of Ordinary Shares to trading on AIM effective	8.00 a.m. 14 July 2011

LETTER FROM THE CHAIRMAN

THE 600 GROUP PLC

(incorporated in England and Wales with registered no: 196730)

Directors:

Martin John Temple, *Chairman*
David Norman, *Group Chief Executive*
Martyn Gordon David Wakeman, *Group Finance Director*
Stephen John Rutherford, *Non-Executive Director*
Derek Zissman, *Non-Executive Director*
Paul Dupee, *Non-Executive Director*

Registered Office

Union Street
Heckmondwike
West Yorkshire
WF16 0HL

23 May 2011

To Shareholders and, for information only, to holders of options or warrants over Ordinary Shares

Dear Shareholder

Proposed cancellation of listing of the Ordinary Shares to the Official List and of trading on the London Stock Exchange's main market for listed securities and admission to trading on AIM and Notice of General Meeting

1. Introduction

The Company today announced that it is proposing to cancel the admission of the Company's Ordinary Shares from the Official List and to trading on the London Stock Exchange's Main Market (the "Cancellation") and to apply for the admission of the Company's Ordinary Shares to trading on AIM ("Admission"). Under the Listing Rules, the Cancellation can be effected by the Company only after approval by a resolution of Shareholders in General Meeting, passed by 75 per cent. of those Shareholders who attend and vote at the meeting, and the expiration of a period of not less than 20 Business Days from the date of the Shareholder approval.

The purpose of this letter is to outline the reasons for the Cancellation and Admission (the "Proposals") and explain why the Board considers the Proposals to be in the best interests of the Company and the Shareholders as a whole and why the Directors recommend that you vote in favour of the Resolution as they intend to do in respect of the Ordinary Shares held by them.

You will find set out at the end of this document the Notice of General Meeting to be held at 600 House, Landmark Court, Revie Road, Leeds LS11 8JT at 10.00 a.m. on 15 June 2011, at which the Resolution to authorise the Company to approve the Cancellation will be proposed as a special resolution.

2. Background to and reasons for the Proposal

The Company's strategy is to grow organically and by selective acquisitions consistent with a diversified industrial strategy. The Group announced the acquisition of a machine tool manufacturing facility in Poland on 2 November 2010 which the Directors believe should prove to be a transformational transaction for the Group and should enable the Company to reduce delivery times and further improve its working capital. The Directors believe that AIM is a market more appropriate for a company of 600 Group's size, offering the advantage of greater flexibility, particularly with regard to corporate transactions and related costs which enable the strategy to be executed in a more efficient manner.

If the Cancellation is approved by Shareholders, the Board intends to operate the Company's business in the same manner, and with the same objectives, as at present.

For these reasons, the Board considers that it is in the Company's interests to seek approval to effect the Cancellation. However, Shareholders should note that following the Cancellation becoming effective:

- The regulatory regime which applies solely to companies with shares admitted to the Official List and to trading on the London Stock Exchange's main market for listed securities will no longer apply, including obtaining shareholder approval under the Listing Rules for transactions out of the ordinary course of business or with related parties.
- Although the Company would no longer be required to comply with the UK Corporate Governance Code, the Company will continue to adopt the UK Corporate Governance Code.
- The Cancellation might have either positive or negative taxation consequences for Shareholders, for example, once the Cancellation has become effective, the Ordinary Shares would no longer be a qualifying investment for an ISA.
- The Cancellation may have implications for Shareholders holding shares in a Self-Invested Personal Pension (SIPP). For example, shares in unlisted companies may not qualify for certain SIPPs under the terms of that SIPP and, if in any doubt, Shareholders should consult with their SIPP provider immediately.

3. Details of the Cancellation

Under the London Stock Exchange's admission and disclosure standards, the Company must advise the London Stock Exchange of the Cancellation not less than 20 Business Days before the date it intends trading in the Ordinary Shares to be discontinued.

Under the Listing Rules, the Cancellation can be effected by the Company only after securing approval by a special resolution of Shareholders in General Meeting, and the expiration of a period of not less than 20 Business Days from the date of the Shareholder approval. Such approval will be sought through the Resolution set out in the Notice of General Meeting. The Company has applied to the FSA and to the London Stock Exchange for cancellation of admission of the Ordinary Shares to the Official List and to trading on the London Stock Exchange. Assuming the Resolution is duly passed at the General Meeting, it is currently anticipated that the last day of dealings of the Ordinary Shares on the Official List will be 13 July 2011 and the Cancellation is expected to take effect from 8.00 a.m. on 14 July 2011.

4. Taxation

Shareholders and prospective investors should consult their own professional advisers on whether an investment in an AIM security is suitable for them or whether the tax benefit referred to above may be available to them. In particular, the Company understands that it is not possible to hold shares traded on AIM in individual savings accounts (ISAs) and that, following Admission, Shareholders will, under current HM Revenue & Customs guidance, have 30 days to transfer their shareholding in the Company into their own name or to sell the holding and retain the proceeds within the relevant ISA.

The comments on the tax implications described in this document are based on the Directors' current understanding of tax law and practice, are not tailored to any individual circumstances and are primarily directed at individuals who are UK resident and domiciled. Tax rules can change and the precise tax implications for Shareholders will depend on their particular circumstances. If you are in any doubt as to your tax position, you should consult your own independent professional adviser.

5. Implication of move to AIM

Following Admission, the Company will be subject to the regulatory and disciplinary controls of the AIM Rules. AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the

Official List. While for the most part the obligations of a company whose shares are traded on AIM are similar to those of companies whose shares are listed on the Official List, there are certain exceptions, including:

- Under the AIM Rules, prior shareholder approval is required only for (i) reverse takeovers (being an acquisition or acquisitions in a 12 month period which either (a) exceed 100 per cent. on various class tests, such as the ratio of the transaction consideration to the market capitalisation of the AIM company; or (b) result in a fundamental change in the Company's business, board or voting control) and (ii) disposals that result in a fundamental change of business (being disposals that exceed 75 per cent. of various class tests, such as the ratio of the transaction consideration to the market capitalisation of the AIM company). Under the Listing Rules, a more extensive range of transactions are conditional on shareholder approval.
- In most circumstances, there is no requirement under the AIM Rules for a prospectus or an admission document to be published for further issues of securities to institutional investors.
- Unlike the Listing Rules, the AIM Rules do not prevent the issue of shares at a discount of more than 10 per cent. without Shareholder approval.

The AIM Rules require that the Company appoints a nominated adviser and broker before its shares are admitted to trading on AIM and finnCap has agreed to act in these roles.

Application will be made for the Ordinary Shares to be admitted to trading on AIM and it is expected that Admission will become effective at 8.00 a.m. on 14 July 2011, immediately following the Cancellation. Following Admission, Ordinary Shares that are held in uncertificated form will continue to be held and dealt through CREST. Share certificates representing those Ordinary Shares held in certificated form will continue to be valid and no new Ordinary Share certificates will be issued.

6. Irrevocable Undertakings

Each of the Directors and Haddeo Partners LLP have given irrevocable undertakings to vote in favour of the Resolution in respect of their own beneficial holdings of Ordinary Shares, totalling 16,311,438 Ordinary Shares, representing, in aggregate, 25.56 per cent. of the Ordinary Shares.

7. General Meeting

A notice convening the General Meeting, to be held at 600 House, Landmark Court, Revie Road, Leeds LS11 8JT at 10.00 a.m. on 15 June 2011, is set out at the end of this document, at which the Resolution will be proposed to approve the Cancellation.

8. Action to be taken

Shareholders will find a Form of Proxy enclosed with this document for use at the General Meeting. Whether or not you intend to be present at the General Meeting, you are requested to complete and return the Form of Proxy in accordance with the instructions printed thereon as soon as possible. To be valid, completed Forms of Proxy must be received by the Company's Registrars, Capita Registrars, PXS, 34 Beckenham Road, Beckenham, BR3 4TU not later than 10.00 a.m. on 13 June 2011, being 48 hours before the time appointed for holding the General Meeting. Completion of the Form of Proxy will not preclude you from attending the meeting and voting in person if you so wish.

9. Recommendation

The Board considers the terms of the Proposal outlined above to be in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends that you vote in favour of the Resolution to be proposed at the General Meeting, as the Directors intend to do in respect of their own holdings of Ordinary Shares.

Yours faithfully,

Martin John Temple
Chairman

THE 600 GROUP PLC

(the 'Company')

(incorporated and registered in England and Wales with registered no: 196730)

Notice of General Meeting

Notice is hereby given that a General Meeting of the Company will be held at 10.00 a.m. on 15 June 2011 at 600 House, Landmark Court, Revie Road, Leeds LS11 8JT.

You will be asked to consider and vote on the resolution below. The Resolution will be proposed as a special resolution.

SPECIAL RESOLUTION

THAT, the listing of the Ordinary Shares of the Company on the premium segment of an Official List and admission to trading on the London Stock Exchange's main market for the securities to be cancelled and application be made for admission of the said Ordinary Shares to trading on AIM, and that the Directors be and are hereby are authorised to take all such steps which are necessary or desirable in order to effect such cancellation and application accordingly.

Alan Myers
Secretary

Registered Office:
Union Street
Heckmondwike
West Yorkshire
WF16 0HL

By order of the board

Registered in England No: 196730

23 May 2011

Notes to the Notice of General Meeting

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. 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.
2. 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. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares.
3. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those shareholders registered in the register of members of the Company as at 6.00 p.m. on 13 June 2011 shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their names at the time. Changes to entries in the register of members after 6.00 p.m. on 13 June 2011 shall be disregarded in determining the rights of any person to attend or vote at the meeting.

4. As at the date of this Circular the Company's issued share capital comprised 63,821,253 ordinary shares of 1 pence each. Each share carries one vote.
5. A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the General 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.
6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by using 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 sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction 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 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 Company's agent, Capita Registrars Limited (CREST Participant ID: RA10) no later than 48 hours before the time appointed for the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & Ireland Limited 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 provider(s) 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) of the Uncertificated Securities Regulations 2001.

