

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the action to be taken you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser duly authorised under the Financial Services and Markets Act 2000, as amended.

If you have sold or transferred all of your Ordinary Shares in Tolent PLC, please send this document, together with the accompanying Form of Proxy, as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. If you have sold part only of your holding of Ordinary Shares in Tolent PLC, you should retain these documents.

The Directors, whose names appear on page 4, accept responsibility for all the information contained in this document. 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 is in accordance with the facts and does not omit anything likely to affect the import of such information.

This document should be read as a whole. Your attention is drawn to the letter from the Chairman which is set out at pages 4 to 6 of this document and which recommends that you vote in favour of the resolution to be proposed at the General Meeting referred to below.

Tolent PLC

*(Incorporated and registered in England and Wales
under the Companies Act 1985 (as amended) with registered number 03819314)*

Proposed Cancellation of Trading on AIM

and

Notice of General Meeting

Brewin Dolphin Limited, which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting exclusively for Tolent PLC and for no one else in connection with the Cancellation and will not be responsible to anyone other than Tolent PLC for providing the protections afforded to clients of Brewin Dolphin Limited or for providing advice in relation to the Cancellation. Brewin Dolphin Limited's responsibilities as the Company's nominated adviser under the AIM Rules for Nominated Advisers are owed to the London Stock Exchange and are not owed to the Company or to any Director or to any other person in reliance on any part of this document. No representation or warranty, express or implied, is made by Brewin Dolphin Limited as to any of the contents of this document.

Notice of a General Meeting of Tolent PLC to be held at the offices of the Company at Ravensworth House, 5th Avenue Business Park, Team Valley, Gateshead, Tyne & Wear, NE11 0HF on 8 February 2010 at 11.00 a.m. is set out at the end of this document. Shareholders will find enclosed with this document a Form of Proxy for use in connection with the General Meeting. To be valid, the Form of Proxy must be signed and returned in accordance with the instructions printed thereon so as to be received by the Company Secretary at Ravensworth House, 5th Avenue Business Park, Team Valley, Gateshead, Tyne & Wear, NE11 0HF as soon as possible but in any event by not later than 11.00 a.m. on 4 February 2010. Completion and posting of the Form of Proxy does not prevent a Shareholder from attending and voting in person at the General Meeting.

CONTENTS

	<i>Page</i>
Timetable	2
Definitions	3
Letter from the Chairman	4
Notice of General Meeting	7

TIMETABLE

2010

Despatch of this document	15 January
Last date and time for receipt of Forms of Proxy	11.00 a.m. on 4 February
General Meeting	11.00 a.m. on 8 February
Last day for dealings in Ordinary Shares on AIM	15 February
Expected date of cancellation of Ordinary Shares from Admission	with effect from 7.00 a.m. 16 February

Notes:

1. References to time in this document are to London time.
2. If any of the above times or dates should change, the revised times and/or dates will be notified to Shareholders by an announcement on a Regulatory Information Service.
3. All events in the above timetable following the General Meeting are conditional upon approval by Shareholders of the Resolution to be proposed at the General Meeting.

DEFINITIONS

"Admission"	the admission of the Ordinary Shares to trading on AIM
"AIM"	the AIM securities market operated by London Stock Exchange plc
"AIM Rules"	the AIM Rules for Companies published by London Stock Exchange plc from time to time (including, without limitation, any guidance notes or statements of practice) which govern the rules and responsibilities of companies whose shares are admitted to trading on AIM
"Brewin Dolphin"	Brewin Dolphin Limited, the Company's nominated adviser
"Cancellation"	the proposed cancellation of the Company's Ordinary Shares from admission to trading on AIM, subject to the passing of the Resolution
"Company" or "Tolent"	Tolent PLC
"CREST"	the electronic settlement system established under the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755) which enables title to units of relevant securities to be evidenced and transferred without a written instrument and in respect of which Euroclear UK & Ireland Limited is the operator
"Directors" or "Board"	the directors of the Company whose names are set out on page 4 of this document
"General Meeting" or "GM"	the general meeting of the Company, convened for 11.00 a.m. on 8 February 2010, and any adjournment thereof, notice of which is set out at the end of this document, which will consider the Resolution
"Form of Proxy"	the form of proxy enclosed with this document for use by Shareholders in connection with the GM
"Group"	the Company and its subsidiaries
"Ordinary Shares"	ordinary shares of 10p each in the capital of the Company
"Resolution"	the special resolution to be proposed at the General Meeting, details of which are set out in the notice of General Meeting set out on page 7 of this document
"RIS"	Regulatory Information Service
"Shareholders"	the holders of Ordinary Shares and "Shareholder" means any one of them
"UK"	United Kingdom

LETTER FROM THE CHAIRMAN

TOLENT PLC

(Incorporated and registered in England and Wales under the Companies Act 1985 with registered number 03819314)

Directors:

Peter Kenneth Hems (*Chairman*)
John Gibbon Wood (*Chief Executive Officer*)
Andrew David Clark (*Finance Director*)
Trevor Phillipson (*Operations Director*)
Michael Richford Speakman (*Non-executive Director*)

Registered Office:

Ravensworth House
5th Avenue Business Park
Team Valley
Gateshead
Tyne & Wear
NE11 0HF

15 January 2010

To the holders of Ordinary Shares and, for information only, to holders of options over Ordinary Shares

Dear Shareholder,

PROPOSED CANCELLATION OF ADMISSION TO TRADING ON AIM AND NOTICE OF GENERAL MEETING

1 Introduction

The Company has today announced that it is seeking Shareholder approval for the cancellation of admission of the Company's ordinary shares to trading on AIM.

The purpose of this letter is to explain the rationale behind the proposed Cancellation and why the Directors unanimously consider the proposed Cancellation to be in the best interests of the Company and its Shareholders as a whole and to seek your approval for it. The notice of the General Meeting is set out at the end of this document.

2 Reason for the Cancellation of Admission

The perceived benefits of an AIM listing usually include access to funding, enhanced corporate profile and liquidity in the company's shares. The Board has reached the view that the Company is not receiving these benefits to any extent that would justify the costs and management time associated with maintaining the listing. Furthermore, the requirements to provide trading updates under the AIM Rules are proving commercially disadvantageous in the current climate. The Board therefore believes that the Company's interests would be better served if the Company were to operate as an unlisted company without the requirements of an AIM listing.

The Company has been listed on AIM since its demerger from Amco Corporation Plc (now called Billington Holdings Plc) in 1999. At no time since joining AIM has the Company sought to raise money from the markets, nor is it likely to attempt to do so. Furthermore, if it were to attempt a significant capital raising by way of a share issue, the Board does not believe it would be successful in the current economic climate.

The Board considers that corporate profile as a public company can create a perception of a more substantial business adding credibility with customers and potential customers. However, the Company's competitors are often either very large public companies or private companies. Large public companies are able to carry out their activities through a number of different trading operations such that announcements and disclosures of results for the public company as a whole might not reveal the true performance of the business of any particular subsidiary in its group. Private companies only have the requirement to produce accounts annually, which can help them to delay customers becoming aware of any deterioration in their performance, for example. However, Tolent is more transparent owing to its relatively small size and AIM listing with its requirement for regular trading updates and, in the current climate, where activity levels are low, it is not difficult for customers to identify the impact that their contract is having on the Company's results and to use that to their commercial advantage.

Volatility in the share price and the apparent discount or premium to the Group's net assets from time to time can also create a misleading view of the Company. Tolent's management find that considerable effort is often required

to address the perceptions created with customers and suppliers before they will deal with the Company and the Board considers that Cancellation will remove this factor from discussions with customers and suppliers.

In addition, Cancellation will result in savings in management time and costs associated with meeting the AIM Rules and related regulatory requirements including reporting, disclosure and corporate governance requirements.

Trading in the Ordinary Shares is already very limited and demand for the Ordinary Shares from investors is low, as demonstrated by the share price performance over the past three years. The Board acknowledges that Cancellation will make it more difficult to trade in the Ordinary Shares but does not believe that this outweighs the commercial benefits to be gained in de-listing from AIM. However, it is important that Shareholders can trade in the Ordinary Shares and the Company is making arrangements for a matched bargain trading facility to be made available through Brewin Dolphin, further details of which are given at section 4 below.

Following careful consideration, the Directors have therefore concluded that it is no longer in the best interests of the Company or its Shareholders to maintain the Company's admission to trading on AIM of the Ordinary Shares and consider that the direct costs and commercial disadvantages of remaining listed on AIM far outweigh the potential benefits. The Board has therefore decided to propose the Cancellation. The Directors' intention is that the Company should remain a public but unlisted company.

3 Effect of the Cancellation on Shareholders

The principal effects of the Cancellation would be that:

- (a) there would no longer be a formal market mechanism enabling the Shareholders to trade their Ordinary Shares on AIM or any other market or trading exchange;
- (b) the Company would not be bound to announce material events, administrative changes or material transactions nor to announce interim or final results;
- (c) the Company would no longer be required to comply with any of the additional specific corporate governance requirements for companies admitted to trading on AIM; and
- (d) the Company will no longer be subject to the AIM Rules and Shareholders will no longer be required to vote on certain matters as provided in the AIM Rules.

In addition, the Cancellation might have either positive or negative taxation consequences for Shareholders. Shareholders who are in any doubt about their tax position should consult their own professional independent adviser.

The Board will, however, continue to:

- (a) post information relating to the Company on its website at www.Tolent.co.uk;
- (b) continue to hold general meetings in accordance with the applicable statutory requirements and the Company's articles of association; and
- (c) continue to provide access to and/or provide copies of the Company's audited accounts in line with the recently adopted electronic communications policy and in accordance with the applicable statutory requirements and the methods agreed with each Shareholder.

Shareholders should note that following the Cancellation the Company will remain subject to the provisions of The City Code on Takeovers and Mergers on the basis set out in those provisions.

The Company's CREST trading facility will remain in place for so long as it remains economic to do so.

4 Share dealing following the Cancellation

Whilst the Board believes that the Cancellation is in the interests of Shareholders as a whole, it recognises that Cancellation will make it more difficult for Shareholders to buy and sell Ordinary Shares should they so wish. Accordingly, the Board intends to set up a matched bargain arrangement, provided by Brewin Dolphin, to enable Shareholders to trade the Ordinary Shares. Under this facility, it is intended that Shareholders or persons wishing to trade Ordinary Shares will be able to leave an indication with Brewin Dolphin that they are prepared to buy or sell at an agreed price. In the event that the matched bargain settlement facility is able to match that indication with an opposite sell or buy instruction, Brewin Dolphin will contact both parties to effect the bargain. Shareholders who do not have their own broker may need to register with Brewin Dolphin as a new client. This can take some time to process and therefore Shareholders who consider they are likely to use this facility are encouraged to commence it at the earliest opportunity. Once the facility has been arranged, details will be made available to Shareholders on the Company's website at www.tolent.co.uk.

5 Approving the Cancellation and General Meeting

Under the AIM Rules, it is a requirement that the Cancellation must be approved by not less than 75 per cent. of the Shareholders voting in the General Meeting. Accordingly, the notice of General Meeting to be held at 11 a.m. on 8 February 2010 at the offices of the Company set out at the end of this document contains a special resolution to approve the application to the London Stock Exchange for the Cancellation.

If the Resolution is approved, it is expected that the Cancellation will take effect at 7.00 a.m. on 16 February 2010 being at least 20 business days following the date of this letter and 5 clear business days following the date of the General Meeting.

6 Letters of intent

The Company has received letters of intent from Gutenga Investments PCC Limited, Gutenga Holdings Limited (Trustee of the Tolent Employee Share Ownership Trust) and Tarom Foundation in respect of the 9,421,318 Ordinary Shares held by them, representing 73.4 per cent. in aggregate of the issued share capital of the Company confirming their intention to vote in favour of the Resolution.

7 Action to be taken by Shareholders

A Form of Proxy for use by Shareholders in connection with the General Meeting accompanies this document. Whether or not you intend to be present at the General Meeting, you are requested to complete and sign the Form of Proxy and return it to the Company Secretary at Ravensworth House, 5th Avenue Business Park, Team Valley, Gateshead, Tyne & Wear, NE11 0HF, so as to be received no later than 11.00 a.m. on 4 February 2010.

Unless the Form of Proxy is received by the date and time mentioned in the instructions, it will be invalid. The completion and return of the Form of Proxy will not prevent you from attending the General Meeting and voting in person, if you so wish.

8 Recommendation

The Directors consider the Resolution to be in the best interests of the Company and Shareholders as a whole and consider that it is most likely to promote the success of the Company for the benefit of Shareholders as a whole. The Directors therefore unanimously recommend Shareholders to vote in favour of the Resolution at the General Meeting, as they intend to do in respect of their own beneficial holdings of 63,000 Ordinary Shares representing 0.5 per cent. of the issued share capital of the Company at the date of this document.

Yours faithfully

Peter Hems
Chairman

NOTICE OF GENERAL MEETING

TOLENT PLC (the "Company")

NOTICE IS HEREBY GIVEN that a general meeting of the Company will be held at the offices of the Company at Ravensworth House, 5th Avenue Business Park, Team Valley, Gateshead, Tyne & Wear, NE11 0HF on 8 February 2010 at 11.00 a.m. for the purpose of considering and, if thought fit, passing the following special resolution:

SPECIAL RESOLUTION

THAT the cancellation of admission of the ordinary shares of 10 pence each in the share capital of the Company to trading on AIM, a market operated by London Stock Exchange plc, be and is hereby approved.

By order of the Board

Andrew Clark
Secretary

Registered office:
Ravensworth House
5th Avenue Business Park
Team Valley
Gateshead
Tyne & Wear
NE11 0HF

Dated: 15 January 2010

Notes:

(1) A member entitled to attend and vote at the General Meeting is also entitled to appoint one or more proxies to attend, speak and, on a show of hands or on a poll, vote instead of him/her. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different Ordinary Shares. The proxy need not be a member of the Company. Details of how to appoint the Chairman of the meeting or another person as your proxy using the Form of Proxy are set out in the notes to the Form of Proxy. If you wish your proxy to speak to the meeting, you should appoint a proxy other than the Chairman of the meeting and give your instructions directly to them.

(2) A Form of Proxy is provided with this notice and instructions for use are shown on the Form. To be effective, the completed and signed Form of Proxy must be deposited with the Company at Ravensworth House, 5th Avenue Business Park, Team Valley, Gateshead, Tyne & Wear, NE11 0HF not later than 11.00 a.m. on 4 February 2010 except that (a) should the meeting be adjourned, such deposit may be made not later than 48 hours before the time of the adjourned meeting and (b) in the case of a poll taken more than 48 hours after it was demanded, such deposit may be made not later than 24 hours before the time appointed for the taking of the poll. In calculating the said periods of 48 and 24 hours for deposit of a proxy, there is to be excluded any part of a day which is a Saturday or Sunday, Christmas Day, Good Friday or a bank holiday in England. Shareholders who intend to appoint more than one proxy can obtain additional Forms of Proxy from the Company Secretary by telephoning him on 0113 232 1510 or if calling from outside the UK, on +44 113 232 1510. Calls to the Company Secretary are charged at the normal rate (including VAT) plus any of your service provider's network extras. Calls to the Company Secretary from outside the UK are charged at applicable international rates. Different charges may apply to calls made from mobile telephones. The Company Secretary cannot provide advice on the merits of the proposed delisting nor give any financial, legal or tax advice. Alternatively, the Form provided may be photocopied prior to completion. The Forms of Proxy should be returned in the same envelope. Completion and return of the Form of Proxy will not preclude Shareholders from attending and voting in person at the meeting.

(3) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the time by which a person must be entered on the register of members in order to have the right to attend or vote at the General Meeting is 6.00 p.m. on 4 February 2010 in respect of the number of Ordinary Shares registered in his name at that time. If the meeting is adjourned, the time by which a person must be entered on the register of members in order to have the right to attend or vote at the adjourned meeting is 48 hours before the date fixed for the adjourned meeting. Changes to entries on the register of members after the relevant time will be disregarded in determining the rights of any person to attend or vote at the meeting.

(4) In the case of joint holders, the signature of only one of the joint holders is required on the Form of Proxy but the vote of the first named on the register of members of the Company will be accepted to the exclusion of the other joint holders.

(5) In the case of a corporation the Form of Proxy must be given under its common seal or signed on its behalf by a duly authorised officer or an attorney. Any power of attorney or any other authority under which the Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy.

(6) To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off times 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. 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.

(7) In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your appointment to the Company Secretary at Ravensworth House, 5th Avenue Business Park, Team

Valley, Gateshead, Tyne & Wear, NE11 0HF. 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 in the revocation notice. The revocation notice must be received by no later than 11.00 a.m. on 4 February 2010. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then your appointment will remain valid, subject to the following paragraph.

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 be automatically terminated.

(8) An abstention (or "withheld") option has been included on the Form of Proxy. The legal effect of choosing the abstention option on any resolution is that the shareholder concerned will be treated as not having voted on the relevant resolution. The number of votes in respect of which there are abstentions will however be counted and recorded, but disregarded in calculating the number of votes for or against each resolution. If a shareholder selects the vote withheld option or if no voting indication is given, his/her proxy will vote or abstain from voting at his or her discretion and will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

(9) A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all of its powers as a member provided that no more than one corporate representative exercises powers over the same share.

(10) As at 5.00 pm on 14 January 2010, the Company's issued share capital comprised 12,832,636 ordinary shares of 10 pence each and 50,000 cumulative redeemable preference shares of £1 each. Each ordinary share comes with 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 5.00 pm on 14 January 2010 is 12,832,636.