

# FORM OF PROXY

Personal details

Voting ID	Task ID	SRN (Shareholder Reference Number)
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**You can submit your proxy electronically at [www.sharevote.co.uk](http://www.sharevote.co.uk) using the above numbers**

I/We the undersigned hereby appoint the Chairman of the Meeting (see Note 1 below) or

as my/our proxy to attend, speak and vote on my/our behalf at the Extraordinary General Meeting of the Company to be held at the offices of RPS 20 Farringdon Street, London, EC4A 4AB on Monday 16 December 2019 at 9.00am and at any adjournment thereof. I/We request my/our proxy to vote in the manner indicated below. Unless instructed otherwise, the proxy can vote as he or she chooses or can decide not to vote at all in relation to any business of the meeting.

1. THAT the Directors' Remuneration Policy, as set out in part III of the circular to shareholders dated 15 November 2019 of which this notice of general meeting forms part be and is hereby approved, such Directors' Remuneration Policy to take effect from 1 January 2020

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Dated

Signed

Name (in Block Capitals)

If this is one of multiple proxy instructions, please tick here  +

# NOTICE OF AVAILABILITY

The Notice of the General meeting is now available to be viewed and downloaded on the Investor Relation link on the Company's website:

[www.rpsgroup.com](http://www.rpsgroup.com)

## NOTES

1. You are entitled to appoint one or more proxies of your own choice to exercise all or any of your rights to attend, speak and vote at the meeting. A proxy need not be a shareholder of the Company. If you appoint more than one proxy, each proxy must be appointed to exercise the rights attached to a different share or shares held by you. You can only appoint a proxy in accordance with the procedures set out in these notes and in the notes to the notice of meeting.
2. If you wish to appoint the Chairman of the Meeting as your proxy, please leave the space provided blank. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please insert his/her full name in the box provided and delete the words 'the Chairman of the Meeting or'. If you sign and return the form with no name in the box provided, the Chairman of the meeting will be deemed to be your proxy. If a proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder name the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement.
3. To appoint more than one proxy, you will need to complete a separate proxy form in relation to each appointment. Additional proxy forms may be obtained from the Registrar's helpline on 0371 384 2083\* for UK shareholders and +44 121 415 7047 for overseas shareholders or you may photocopy this form of proxy. Please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box marked + if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned in the same envelope provided. A failure to specify the number of shares each proxy appointment relates to or specifying a number in excess of those held by the member may result in the proxy appointment being invalid.
4. Please indicate with an 'X' in the boxes provided how you wish your vote to be cast in respect of each of the resolutions. If you fail to select any of the given options your proxy will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting on any particular resolution. Your proxy can exercise his/ her discretion as to how to vote on any other business which may come to the Meeting including amendments to resolutions and procedural business.
5. In the case of a corporation, this form must be completed under its common seal or under the hand of an officer or attorney duly appointed in writing or other person authorised to sign.
6. In the case of joint holders of a share, the vote of any one holder will be accepted but the vote of the senior who tenders a vote, whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand on the register in respect of the joint holding.
7. To be valid, this form of proxy, duly completed, must be lodged (together with the power of attorney or other authority under which it is signed or a notarially certified or office copy of such power or authority) with the Company's Registrars, Equiniti Ltd, Aspect House, Lancing, West Sussex BN99 6DA not less than 48 hours before the time of the Meeting or any adjourned meeting at which the proxy is to vote excluding any part of a day which is a non-working day.
8. Any alterations made in the form of proxy should be initialled.
9. Completion and return of this form of proxy will not preclude you from attending and voting at the Meeting in person if you wish. If you do not attend the Meeting in person, your proxy appointments will automatically be terminated.
10. You may not use any electronic address provided in this proxy form to communicate with the Company for any purpose other than those expressly stated.
11. As an alternative to completing this hard copy form, you may appoint proxies electronically via the website [www.sharevote.co.uk](http://www.sharevote.co.uk) or if you hold your shares through CREST, using the CREST electronic proxy appointment service. Please refer to the notice of meeting for further information on proxy appointments through CREST. Shareholders who have registered with Equiniti Registrars' online portfolio service, Shareview, can appoint their proxy electronically by logging on to their portfolio at [www.shareview.co.uk](http://www.shareview.co.uk) on the "My Investments" page, click on the link to vote then follow the on screen instructions. For an electronic proxy appointment to be valid, the appointment must be received by Equiniti Limited no later than 9.00am on 12 December 2019 (or, in the event that the Meeting is adjourned, no later than 48 hours before the time of any adjourned meeting excluding any part of a day which is a non-working day). Any electronic communication sent by you to Equiniti Limited which is found to contain a virus will not be accepted.
12. The "abstain" option on this form of proxy is provided to enable you to instruct your proxy not to vote on any particular resolution. However, a vote withheld is not a vote in law and will not be counted in the calculation of the votes "for" and "against" a resolution.

\*Lines open 8.30am to 5.30pm, Monday to Friday (excluding public holidays in England and Wales).