

10 September 2019

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Dear Shareholder,

AGM Resolution 8 – Re-election of the Chairman

I am writing to you in my capacity as the Senior Independent Director of RPS Group plc in relation to the 22.09% of votes that were cast against the re-election of Ken Lever as Chairman of the Company. In discussions with some of the Company’s shareholders they raised concerns on the number of directorships that the Chairman held and this was highlighted by Glass Lewis and ISS within their proxy reports but they did not believe this warranted a vote against.

We are aware that there was a change in the Corporate Governance Code, which made specific recommendations as regards to an additional Board role for an Executive Director. A number of institutional investors and proxy advisors have developed more specific guidelines, which cover the overboarding of both Executive and Non-Executive Director’s.

The Chairman was appointed to the Board on 1 November 2016 and had a number of other appointments when he came on to the Board and has since resigned from two of his positions during the year. We note that this was a main concern of shareholders in that this may undermine the Chairman’s ability to serve effectively on the Board of RPS, particularly at times when the Chairman may be required to involve himself at short notice, when urgent issues arise at the Company. Over the period that the Chairman has been on the Board of RPS he has not, to date, missed a board meeting, or committee meeting of the Company. Furthermore, the Company does hold ad hoc Board calls with the management team and the Chairman has been in attendance at all of these meetings. The Board has also had to hold emergency board meetings, when considering the financial results of the Company and again it has not been an issue in scheduling this into the Chairman’s diary.

A point for consideration is that the Chairman does not hold a full time Executive role, so therefore has a reasonable amount of time to commit to the Company. In discussing the time commitment with the Chairman he provided the following information:

Chairman Board Positions	Commitment Days		
	2017	2018	2019 YTD
RPS Group plc	73.9	47.4	15.9
Biffa	18.4	38.1	13.3
Vertu Motors Plc	19	20.8	10.8
Blue Prism Plc	17.3	21.6	8.2
GHS Strategic Plc	8.2	7.5	1.8
Total	136.8	135.4	50

As can be seen from the attached table during 2017 and 2018 the Chairman's Board commitments took up just over 130 days. If you factor in a whole year of working days together with holidays the Chairman would have up to 227 days to commit to fulfilling his Board roles. Taking both of the figures into account this leaves him with roughly just over 90 free days within a year.

We as a Board, will continue to monitor the appointments the Chairman holds, as we do for the other Board members but at the moment, we do not see this as a concern in the Chairman being able to fulfil his role on behalf of RPS.

RPS as a Board, believe that the Chairman plays a pivotal role in helping drive the strategy of the Group and although we note the number of shareholder votes against him, we remain fully supportive of the role and guidance he provides to the Company.

I would be most willing to meet with you to discuss your concerns and any other governance issues that you might want to raise in respect of RPS.

Yours sincerely

for and on behalf of RPS

A handwritten signature in black ink that reads "Liz Peace". The signature is written in a cursive style with a large, prominent initial 'L'.

Liz Peace

Senior Independent Director