

RPS Group PLC – Statement in relation to the Vote in Excess of 20% against the Remuneration Report at the AGM held on 28 April 2021

Following the recent 31% vote against the approval of the Remuneration Report at the Annual General Meeting held on 28 April 2021, we have contacted shareholders to discuss their concerns and reasons behind the vote against and would like to thank those shareholders who responded.

The majority of our shareholders who responded confirmed that this was in relation to the remuneration package that was agreed with the Group Finance Director, Gary Young, upon his retirement, specifically that Gary's notice period began on the date of the AGM on 30th April 2020, rather than the date that we announced his leaving on 19th February 2020.

As we previously commented in our response to ISS, Gary had completed over twenty years' service with the Company and indicated that he would like to retire at the AGM. Following the announcement, Gary continued to operate as the Group Finance Director until 30 April 2020. He led the renegotiation of the Company's banking arrangements and was successful in obtaining additional funding for RPS in the form of a GBP 60 million RCF. He also secured new financial covenant tests that allowed for operational flexibility, applicable to both our RCF facilities and US private placement notes. In summary, this was not a resignation but Gary taking up his retirement, after 20 years' dedicated service to the Company.

Having listened to shareholder feedback, we understand the strength of their views on this topic, i.e. when a director makes the decision to step down from the Board, that they receive payment in line with their contracted period of notice. We will take this fully into account when decisions are made about remuneration for future departing directors.

We also received some comments around the pension contribution of the CEO, the reallocation allowance and LTIP awards.

The Remuneration Committee has taken note of the feedback. It will continue to consult with shareholders and take their preferences into account, as well as monitor market direction. These will inform its decisions in the future.

Catherine Glickman

Remuneration Committee Chair

29 June 2021