RPS GROUP – BUSINESS OVERVIEW | 2 MAY 2018

AGENDA

1. **Introductory Comments**

2. Group Financial Results

3. Business Performance

4. Initial Impressions

STRONG FUNDAMENTALS, SIGNIFICANT CHANGE, REAL OPPORTUNITY

- Strong fundamentals
  - Safety is solid and improving
  - Improved trading performance – PBTA of £53.9m (2016: £50.7m)
  - Strong cash generation – cash conversion of 91%
  - Committed facilities in place with headroom
  - Leverage improving to 1.3x – and now within target range

- Significant change
  - New CEO after 30 years
  - Comprehensive board renewal
  - Recognised energy impairment of £40m

- Real opportunity
  - Investment in people, brand and connectivity will improve organic growth
  - Acquisition opportunities remain in rapidly consolidating industry
  - Energy has limited downside and significant optionality

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IMPROVED TRADING PERFORMANCE

	2017	2016	2016 ccy [1]
Revenue (£m)	**630.6**	594.5	614.8
Fees (£m)	**562.3**	534.3	552.5
Operating profit [2] (£m)	**58.5**	55.9	57.7
Operating profit margin [2] (%)	**10.4%**	10.5%	10.4%
PBTA (£m)	**53.9**	50.7	52.4
Basic eps (p) [3]	**17.13**	16.60	16.58
Dividend per share (p)	**9.88**	9.74	9.74
Tax rate on PBTA (%)	**29.6**	27.7	27.7

[1] 2016 results restated at 2017 currency rates

[2] pre amortisation and impairment of acquired intangibles and transaction related costs ("A")

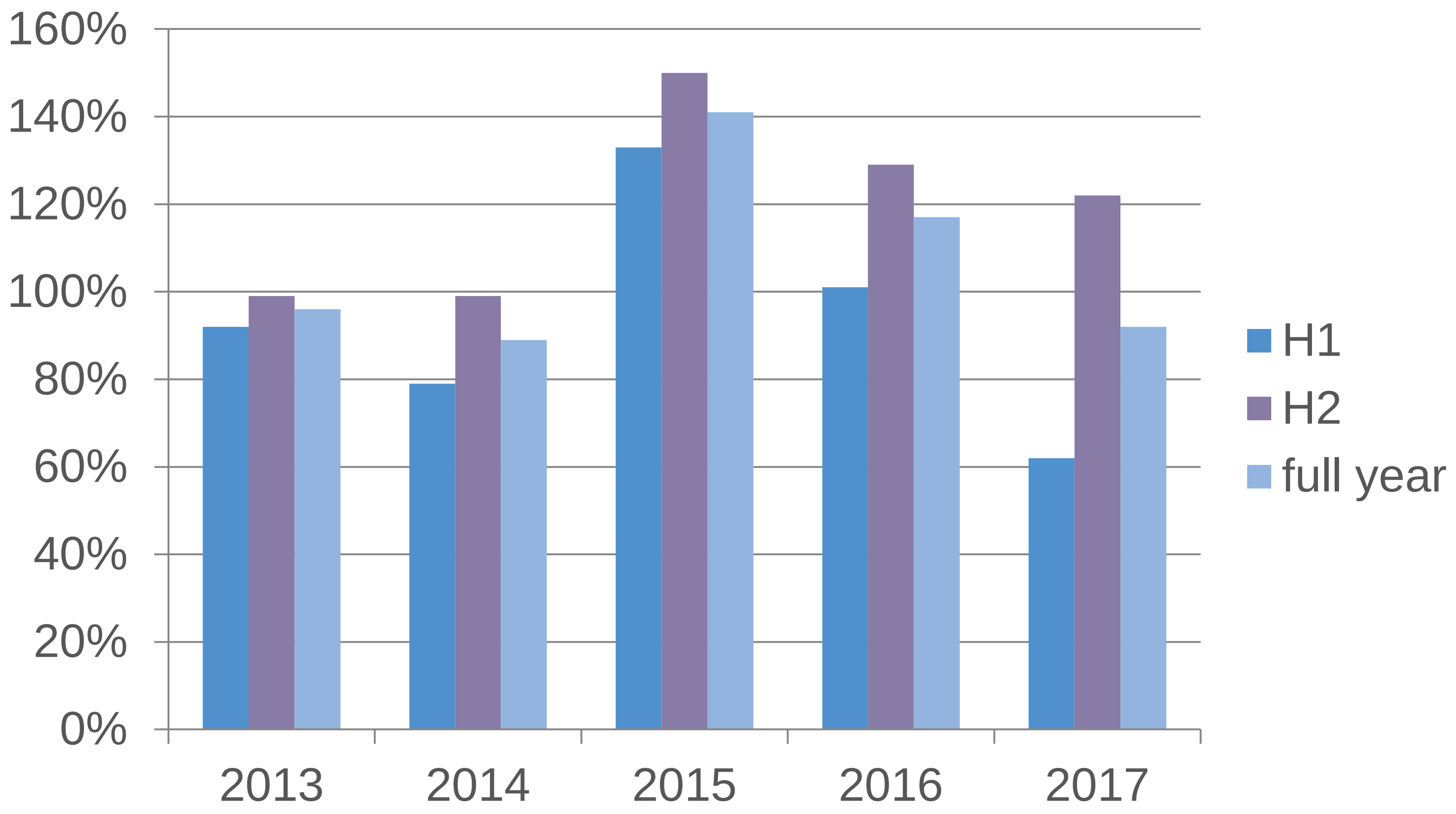
[3] pre A and tax on A

GOODWILL IMPAIRMENT £40M LEADS TO STATUTORY LOSS BEFORE TAX

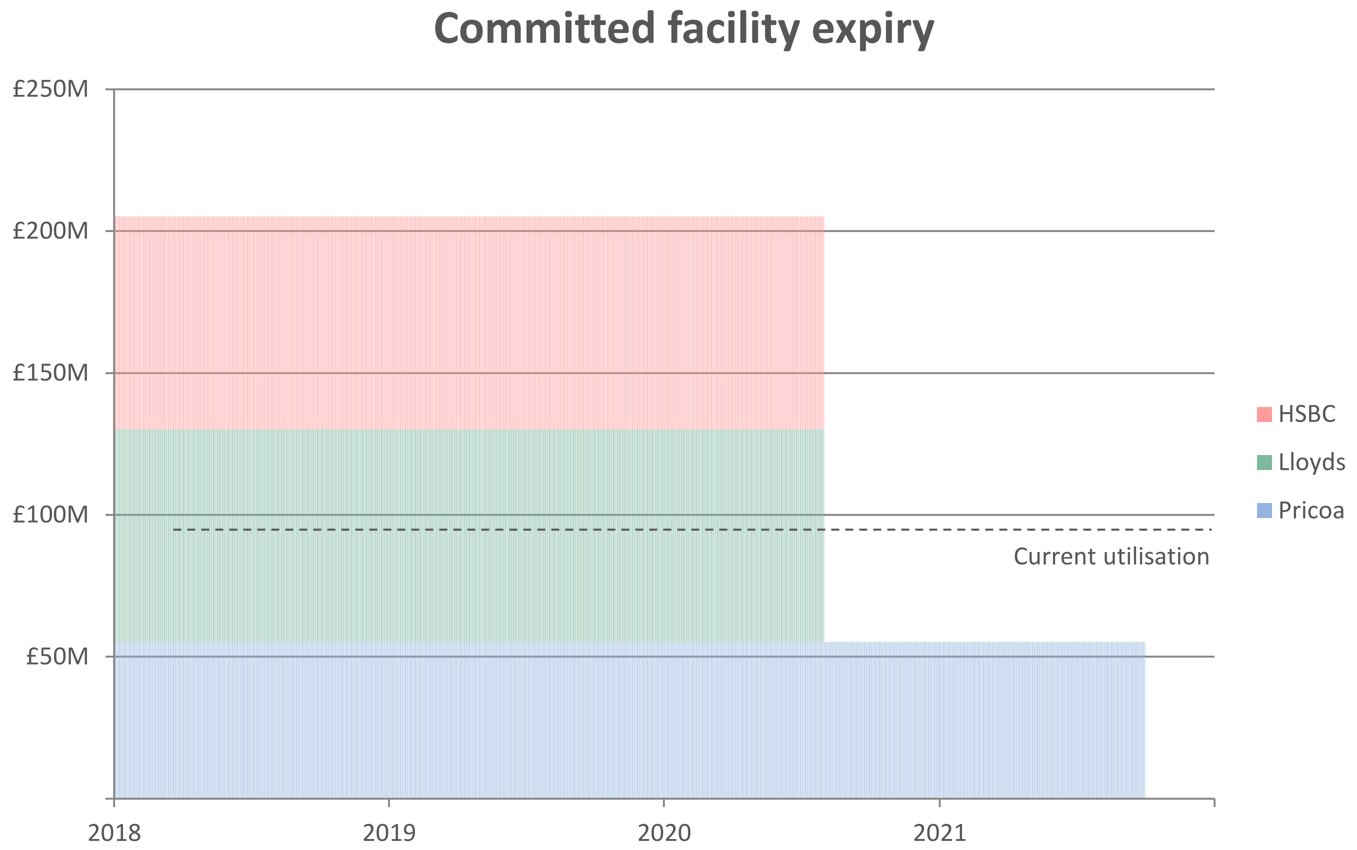
£m	**2017**	2016
Operating Profit	**2.9**	38.0
Amortisation and impairment[1]	**55.5**	17.9
Operating Profit pre A	**58.5**	55.9
Finance costs	**(4.5)**	(5.2)
PBTA	**53.9**	50.7
Amortisation and impairment	**(55.5)**	(17.9)
(Loss) / profit before tax	**(1.6)**	32.8

[1]Amortisation and impairment of intangible assets and transaction related costs

HISTORICALLY STRONG CASH CONVERSION

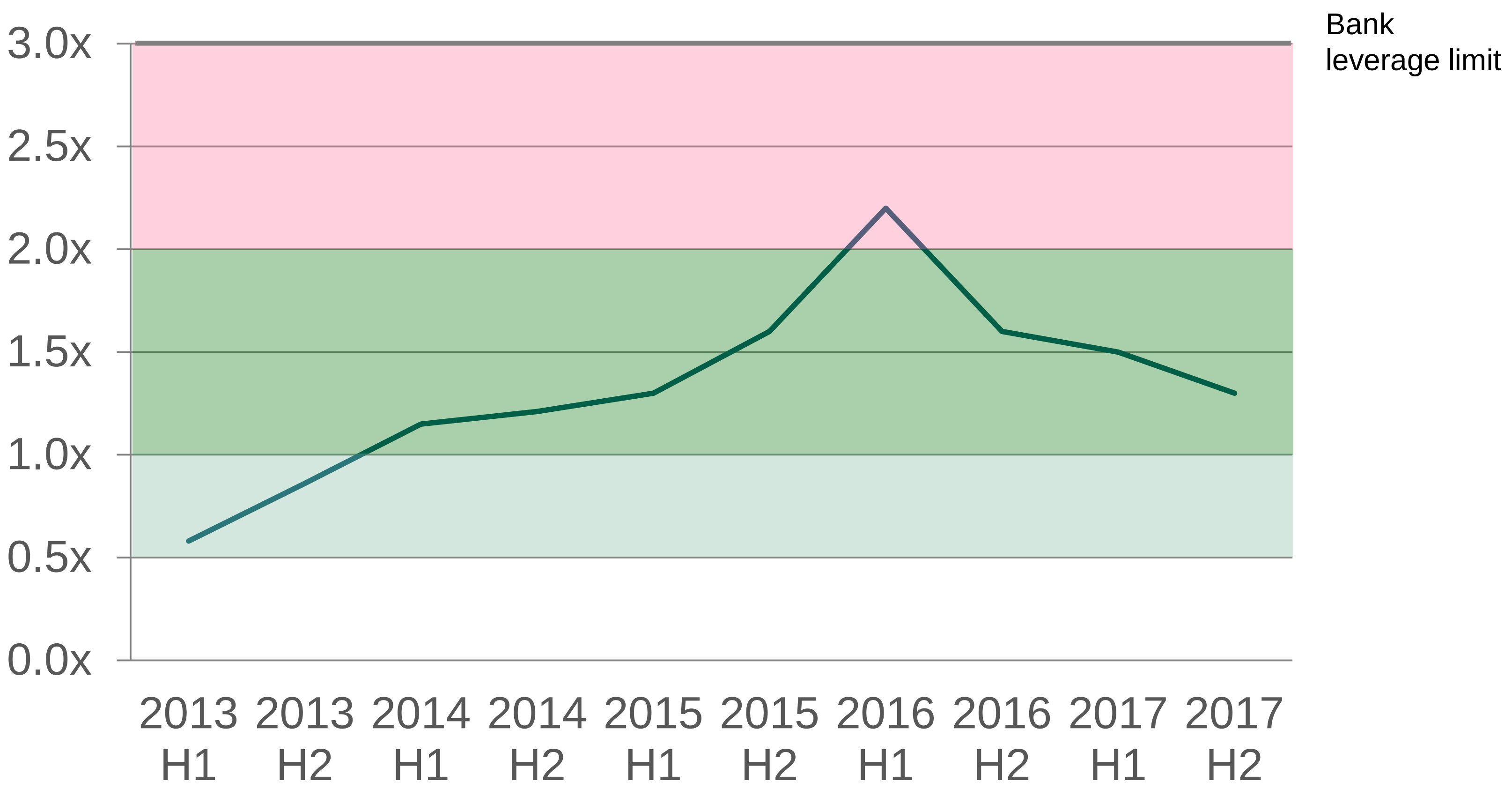


COMMITTED BANK FACILITIES IN PLACE



IMPROVING LEVERAGE SINCE H1 2016

Leverage at Dec 17 1.3x (Dec 16 1.6x)



Leverage is total borrowings / annualised EBITDAS

ACQUISITIONS SLOWED, MODEST GROUP ORGANIC GROWTH

- No new acquisitions in 2017 (2016: DBK)
- Group organic growth at constant currency

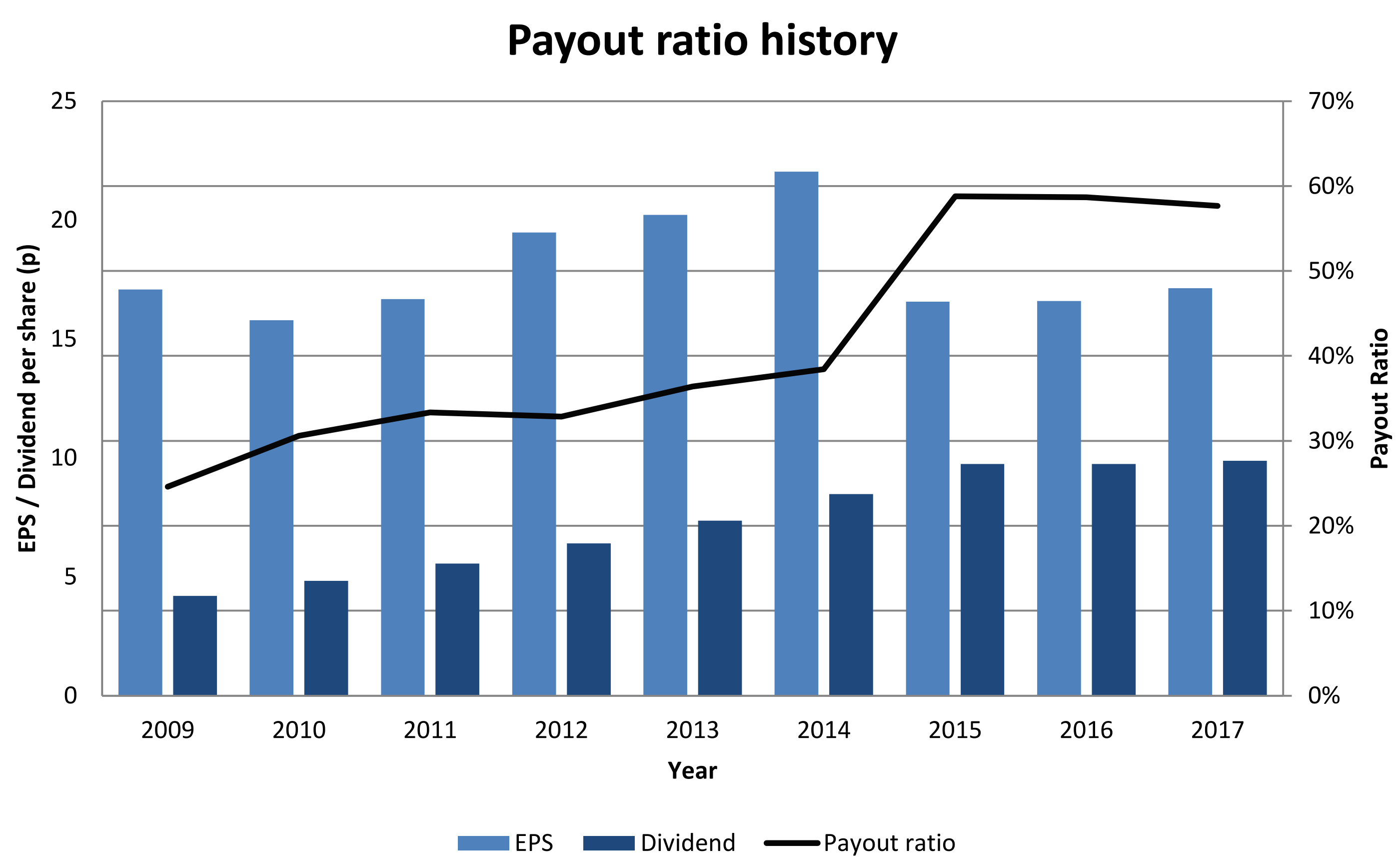
	Fees	Profit[1]
Built and Natural Environment: Europe	3.6%	4.9%
Built and Natural Environment: North America	12.2%	0.4%
Energy	(8.9%)	18.4%
Australia Asia Pacific	(2.7%)	1.1%
Group	1.3%	2.0%

[1] Profit is segment profit for each segment and operating profit before amortisation and impairment of acquired intangibles and transaction related costs for the Group

CAPITAL ALLOCATION PRIORITIES

- Investment in people, brand and connectivity will be required to build and maintain organic growth
- Value can be created by playing a selective role in industry consolidation – RPS has a long history of generally accretive acquisition
- Leverage (Net Debt to EBITDA) should be under 2.0x
- Acquisition pipeline is being rebuilt
- Intent to hold the dividend and to grow profit to reduce the payout ratio in line with previous norm

INCREASED PAYOUT RATIO SINCE 2015



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4 Business segments

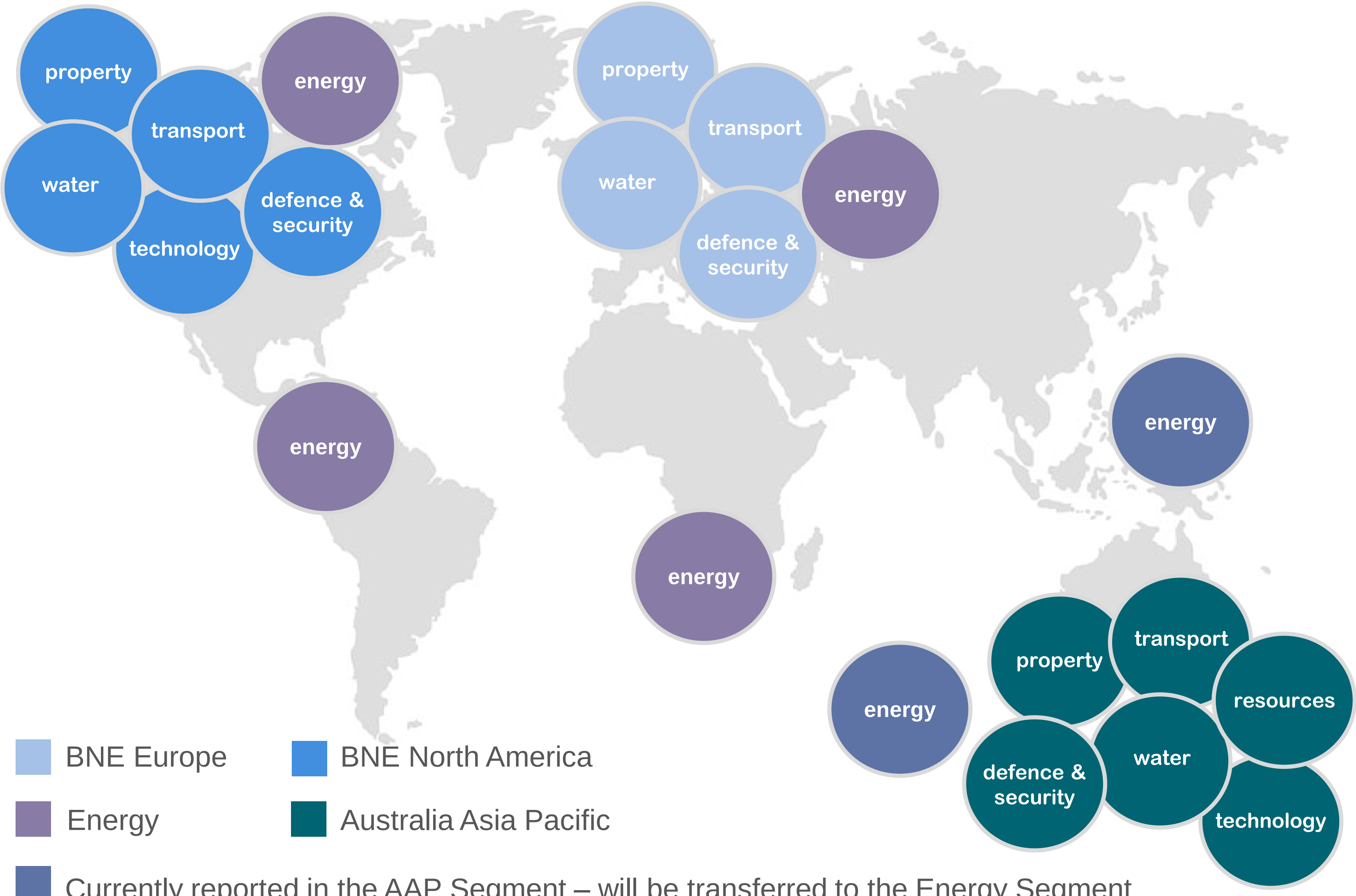
- BNE Europe
- BNE North America
- Energy
- Australia Asia Pacific

7 Sectors

- Property
- Transport
- Water
- Energy
- Resources
- Technology
- Defence and security

13 Service clusters

- Advisory and management consulting
- Communications and creative services
- Design and development
- Environment
- Exploration and development
- Health, safety and risk
- Information technology
- Laboratories
- Oceans and coastal
- Planning and approvals
- Project and program management
- Training
- Water services


property
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property
transport
resources
water
defence & security
technology
BNE Europe
BNE North America
Energy
Australia Asia Pacific
Currently reported in the AAP Segment – will be transferred to the Energy Segment

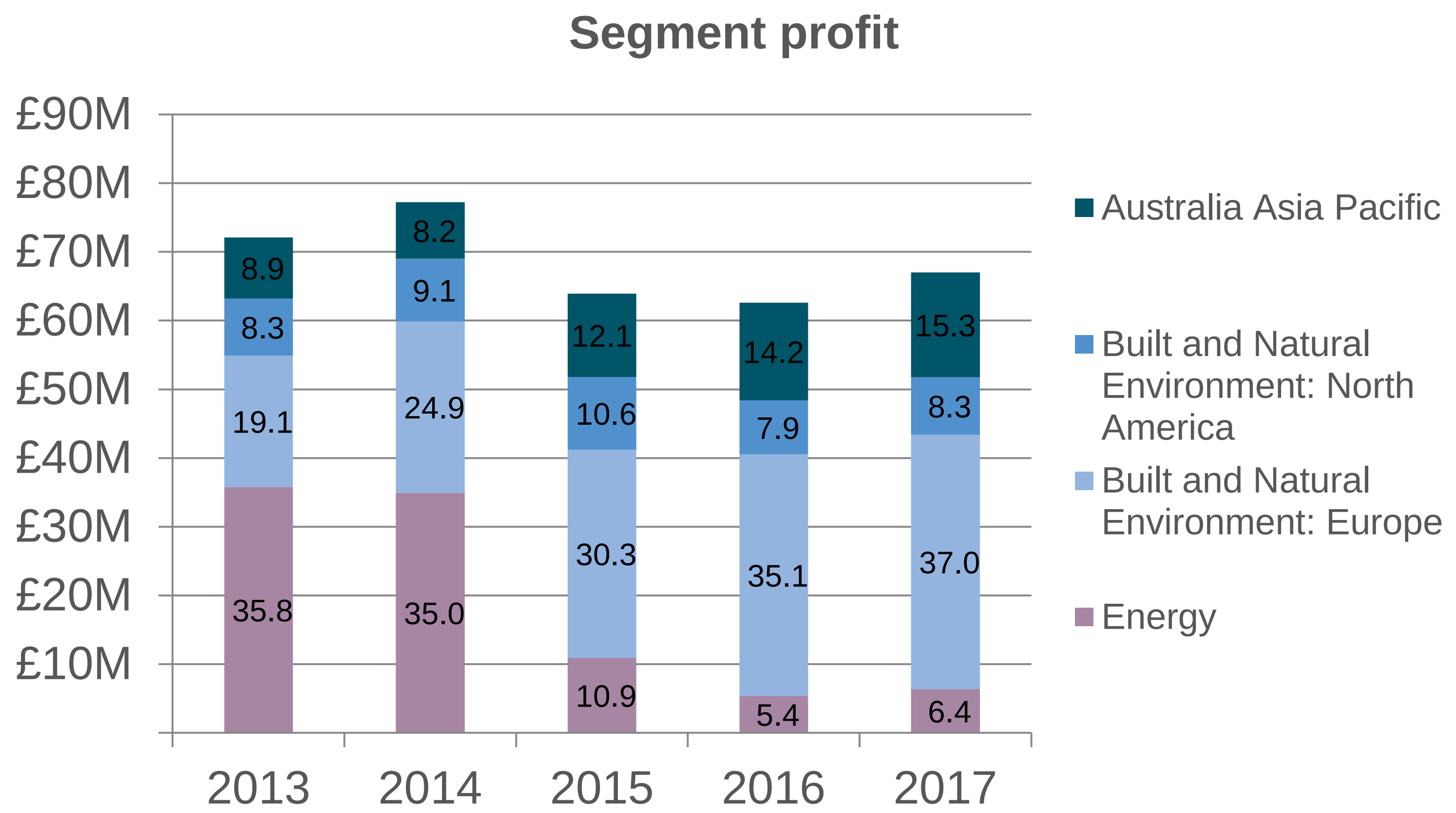
GOOD TRADING IN EACH SEGMENT

£m	2017	2016	2016 cc[1]
Built and Natural Environment: Europe	37.0	35.1	35.7
Built and Natural Environment: North America	8.3	7.9	8.3
Energy	6.4	5.4	5.4
Australia Asia Pacific	15.3	14.2	15.1
Segment profit	67.0	62.6	64.4
Unallocated expenses	(8.5)	(6.7)	(6.7)
Operating profit[2]	58.5	55.9	57.7
Interest	(4.5)	(5.2)	(5.3)
PBTA	53.9	50.7	52.4

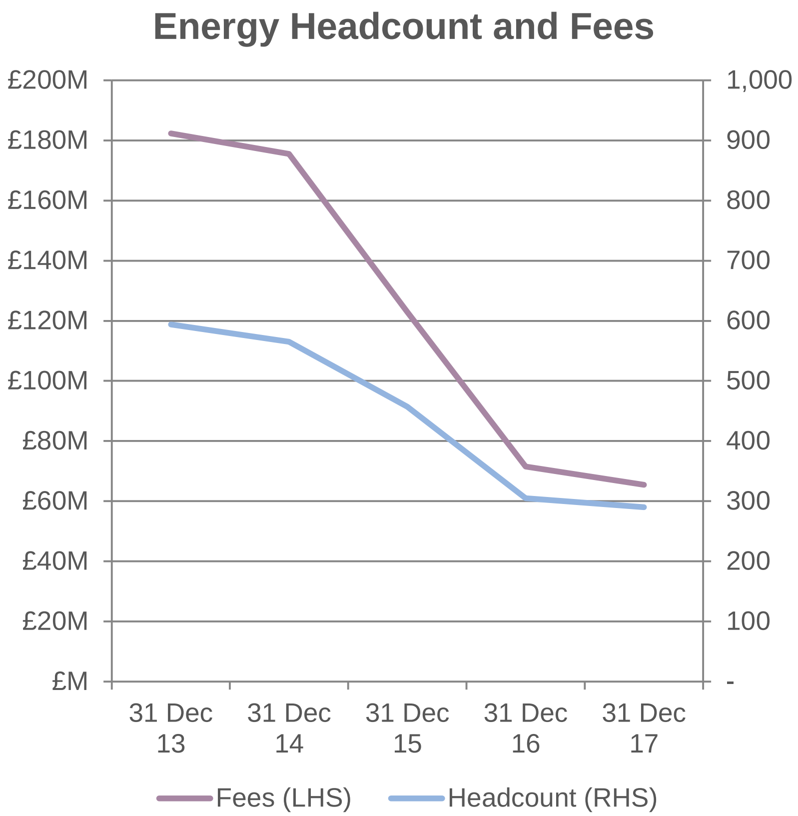
[1] 2016 results restated at 2017 currency rates

[2] Pre amortisation and impairment of acquired intangibles and transaction related costs

RESILIENCE DESPITE FALL IN ENERGY



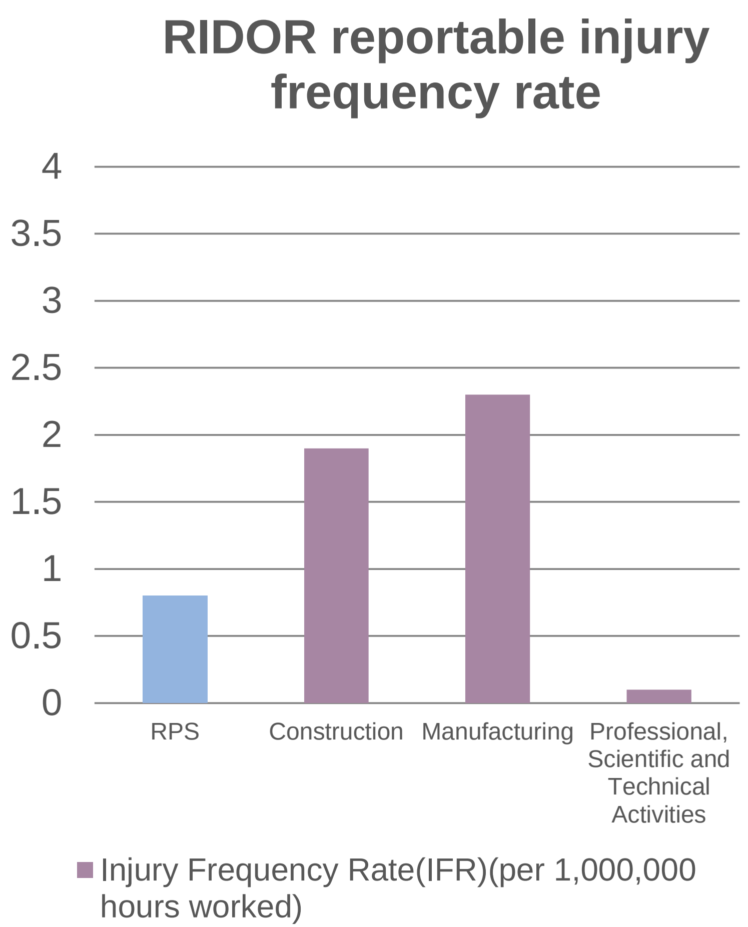
REDUCING CAPACITY, MAINTAINING CAPABILITY

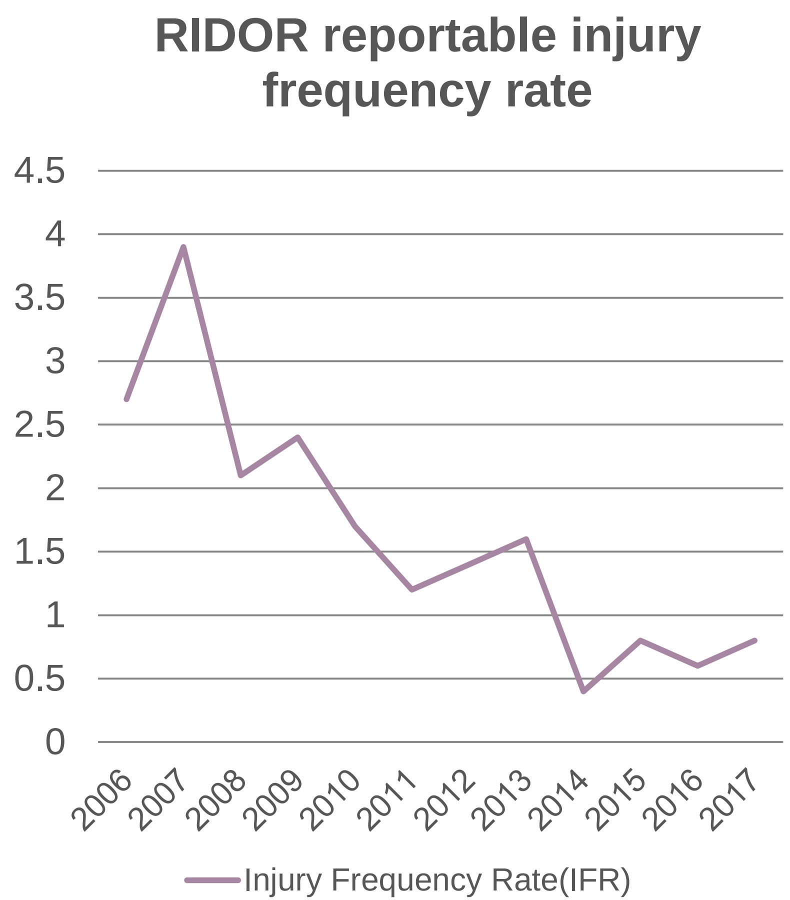


Flexible Workforce in Energy

- Associate-based model for much of the Energy business
- Quick reduction in capacity in response to weakening market
- FTE associates reduced from c.800 in 2013 to c.250 in 2017
- Potential for rapid expansion when market conditions allow – relationships with key associates maintained

SAFETY BENCHMARKS SOLIDLY AGAINST PEERS - RESULTS SHOW POSITIVE TREND





RIDOR - Reporting of Injuries, Diseases and Dangerous Occurrences Regulations

AGM UPDATE

"Q1-2018 trading steady and in line with management's expectations"

- RPS announces that the Group's trading for the three months ended 31 March 2018 ('Q1-2018') was in line with management's expectations.
- Fee income in Q1-2018 was £141.9 million (Q1-2017: £141.3 million, at constant currency £135.9 million).
- Profitability in Q1-2018, while slightly above management's expectation, was lower than in the same period last year due to the Easter holiday break falling partly in March this year and due to foreign exchange movements.
- Our Built and Natural Environment (BNE) business in Europe experienced steady conditions in all its main markets. In BNE America, market conditions were good although it remains difficult to recruit staff, which is hampering progress. In Australia Asia Pacific, market conditions were generally favourable on the east coast and there was more activity in the west coast oil and gas markets. In Energy there has been a marked increase in the level of enquiries and general market activity, although this has yet to translate into new work.
- Net bank debt at 31 March 2018 was £87.0 million (31 December 2017: £80.6 million).

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BUILDING A NEW BOARD

30 September 2016	Phil Williams retired as Executive Director
31 October 2016	Brook Land retired as Board Chair
16 November 2016	Ken Lever appointed Board Chair
31 May 2017	John Bennett retired as Audit Chair
1 June 2017	John Douglas appointed CEO designate
	Allison Bainbridge appointed Audit Chair
11 July 2017	Liz Peace appointed Non-executive Director
4 August 2017	Louise Charlton retired as Non-executive Director
31 August 2017	Alan Hearne retired as CEO
1 September 2017	John Douglas appointed as CEO
1 May 2018	Michael McKelvy appointed Non-executive Director

GOOD FUNDAMENTALS

- Safety is OK and improving – pockets of excellence
- Profitable with strong cash flow
- Balance sheet strength and supportive lenders
- Generally well developed business unit strategy - resulting in good margins
- Well positioned in an attractive - and still consolidating - industry
- Diversified blue chip client base
- Client work that is both important – and a relatively small portion of project cost
- Respect for money – managers drive for margin and care about cash
- Quality people

OPPORTUNITIES FOR INVESTMENT

- Portfolio is overly diverse but there are few opportunities for rationalisation
- Staff turnover is above industry norms – reducing this will require investment but will improve margins/allow organic growth
- Limited staff development - particularly in general consulting skills including sales
- Brand is poorly defined - greater clarity is important for staff (particularly younger staff) , clients, business vendors - and for investors
- IT systems are robust but local and in most cases at the end of an investment cycle
- Management is unused to working collectively

AMBITION AND FIVE CLEAR PRIORITIES

We want to have a sustainable presence in the FTSE250. We will achieve this by, initially, focussing on five clear priorities;

1. Investing in people and reducing staff turnover
2. Telling our story better for staff, clients, business vendors – and, of course, investors
3. Exploiting revenue synergies where they exist – but not where they don't. Defining those sectors and services that will be our core focus
4. Revitalising the Energy business to better exploit opportunities in oil and gas and in broader energy markets
5. Growing our businesses organically and through selective acquisition – with a particular acquisition focus on North America

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