

Name

Address line 1

Address line 2

Address line 3

Town

Postcode

To be held at: 9.00am on Tuesday, 29 April 2025 at Robert Walters plc, 11 Slingsby Place, St Martin's Courtyard, London WC2E 9AB.
To appoint a proxy, please complete this card and return it to: PXS1, MUFG Corporate Markets, Central Square, 29 Wellington Street, Leeds LS1 4DL by 9.00am on Friday, 25 April 2025.

Signature of person attending

Form of Proxy

Robert Walters plc – Annual General Meeting

(please complete in block letters)

I/We, being a member of Robert Walters plc, hereby appoint the Chair of the Meeting (see note 5 opposite)

as my/our proxy to vote on my/our behalf as indicated below at the Annual General Meeting of the Company to be held on 29 April 2025 at 9.00am and at any adjournment, adaptation or rescheduling thereof. I/We request the proxy to vote as indicated below on the following resolutions:

☐

 Please tick here if this proxy appointment is one of multiple appointments being made by the same shareholder (see note 6 opposite).

Resolutions	For	Against	Vote withheld*		For	Against	Vote withheld*
1. To receive the Annual Report and Accounts for the year ended 31 December 2024.	☐	☐	☐		9. To re-elect Michaela Tod as a Director of the Company.	☐	☐
2. To approve the Directors' Remuneration Report for the year ended 31 December 2024 (other than the part containing the Directors' Remuneration Policy).	☐	☐	☐		10. To re-elect Jane Hesmondhalgh as a Director of the Company.	☐	☐
3. To declare a final dividend of 17.0p per ordinary share.	☐	☐	☐		11. To re-appoint BDO LLP as Auditor.	☐	☐
4. To re-elect Leslie Van de Walle as a Director of the Company.	☐	☐	☐		12. To authorise the Directors to fix the Auditor's remuneration.	☐	☐
5. To re-elect Toby Fowlston as a Director of the Company.	☐	☐	☐		13. To authorise the Directors to allot shares pursuant to section 551 Companies Act 2006.	☐	☐
6. To re-elect David Bower as a Director of the Company.	☐	☐	☐		14. To disapply section 561 Companies Act 2006 for general purposes.	☐	☐
7. To re-elect Tanith Dodge as a Director of the Company.	☐	☐	☐		15. To further disapply section 561 Companies Act 2006 for acquisitions or specified capital investments	☐	☐
8. To re-elect Matt Ashley as a Director of the Company.	☐	☐	☐		16. To authorise the Company to make purchases of its own shares.	☐	☐
					17. To call general meetings other than Annual General Meetings on not less than 14 clear days' notice.	☐	☐

Signature

Date

Notes

1. A shareholder entitled to attend and vote at the Annual General Meeting may appoint a proxy to attend, speak and vote instead of that shareholder. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share held by the appointing shareholder. Shareholders are strongly encouraged to submit a proxy vote in advance of the Annual General Meeting.
2. To be effective, this card and the power of attorney or other authority, if any, under which it is signed must be lodged with the Company's registrar at PXS 1, MUFG Corporate Markets, Central Square, 29 Wellington Street, Leeds LS1 4DL or registered electronically through the website of the Company's registrar at www.robertwaltersshares.co.uk not later than 48 hours before the meeting. In the case of a corporation, this proxy must be executed under its common seal or under the hand of any officer or attorney duly authorised.
3. In the case of joint holders, the vote of the first name on the register who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders.
4. If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxyimity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxyimity, please go to www.proxyimity.io. Your proxy must be lodged by 9:00am on 25 April 2025 in order to be considered valid or, if the meeting is adjourned, by 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxyimity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxyimity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.
5. If you wish to appoint as your proxy someone other than the Chair of the Meeting, delete the words "the Chair of the Meeting" and insert the name of your chosen proxy in the space provided in the first box. If the proxy is being appointed in relation to part of your holding only, please enter in the box next to the proxy's name the number of shares in relation to which they are authorised to act as your proxy. If this box is left blank, they will be authorised in respect of your full voting entitlement. A proxy need not be a member of the Company.
6. To appoint more than one proxy, (an) additional proxy form(s) may be obtained by emailing the Registrars at shareholderenquiries@cm.mps.mufg.com or by calling the shareholder helpline on +44 (0) 371 664 0300 (our offices are open between 9am and 5.30pm, Monday to Friday, excluding public holidays in England and Wales; calls are charged at the standard geographic rate and will vary by provider; calls outside the United Kingdom are charged at the applicable international rate); or you may copy this form. 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 relevant box if the proxy appointment is one of multiple appointments being made. Multiple proxy appointments should be returned together in the same envelope.
7. Any alteration should be initialled by the person signing this proxy.
8. Please indicate with an 'X' in the appropriate boxes how you wish your votes on the resolutions to be cast. Unless otherwise instructed, your proxy may vote or abstain from voting as they think fit. The "Vote Withheld" option is to enable you to abstain on any particular resolution. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. On any other business which properly comes before the Annual General Meeting (including any motion to amend any resolution or to adjourn the Annual General Meeting), your proxy will vote or abstain from voting at his/her discretion.
9. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) of the meeting by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
10. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's agent (ID RA10) no later than 48 hours before the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
11. Completion and return of the relevant proxy form enclosed herewith does not ordinarily prevent a shareholder from attending and voting in person.
12. To have the right to attend, speak and vote (and also for the purpose of calculating how many votes a person may cast), a person must have their name entered on the register of members of the Company by no later than close of business on 25 April 2025 or, in the event that the meeting is adjourned, by 48 hours before the time of the adjourned meeting. Changes to entries on the register after this time shall be disregarded in determining the rights of any person to attend, speak or vote at the meeting.
13. 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.
14. As at 9am on 27 March 2025, the Company's issued share capital comprised 76,431,699 ordinary shares of 20.0p each. Each ordinary share carries the right to one vote at a general meeting of the Company. The Company holds 4,074,000 ordinary shares in treasury and therefore, the total number of voting rights in the Company as at 9am on 27 March 2025 is 72,357,699.
15. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.

Business Reply Plus
Licence Number
RUCA-ESGL-RSXY



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MUFG Corporate Markets
Central Square
29 Wellington Street
LEEDS
LS1 4DL