

ATTENDANCE CARD

RM plc — ANNUAL GENERAL MEETING

To be held at 140 Eastern Avenue, Milton Park, Abingdon, Oxfordshire, OX14 4SB at 11.30 am on Wednesday 19 March 2014.

If you wish to attend this meeting in your capacity as a holder of Ordinary Shares, please sign this card and on arrival hand it to the Company's representative. This will facilitate entry to the meeting.

Signature of
person attending

Barcode:

Investor Code:

FORM OF PROXY RM plc — ANNUAL GENERAL MEETING

Barcode:

Investor Code:

I/We, being a member of the Company, hereby appoint the Chairman of the Meeting or (see note 1 over).

Name of proxy

Number of shares appointed over

Event Code:

as my/our proxy to attend, speak and vote for me/us on my/our behalf at the annual general meeting of the Company to be held at 140 Eastern Avenue, Milton Park, Abingdon, Oxfordshire, OX14 4SB at 11.30am on Wednesday 19 March 2014 and at any adjournment thereof. I have indicated with an 'X' how I/we wish my/our votes to be cast on the following resolutions.

If you wish to appoint more than one proxy, please tick here ☐ (please also see note 2 over).

RESOLUTIONS Please mark 'X' to indicate how you wish to vote

- | | For | Against | Vote Withheld |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|--------------------------|--------------------------|
| 1. To receive and consider the Company's accounts, the strategic report and the reports of the Directors of the Company and the auditor of the Company for the year ended 30 November 2013. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To declare a final dividend of 2.46 pence per share. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To re-elect Lord Andrew Adonis as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To re-elect David Brooks as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. To re-elect Iain McIntosh as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. To re-elect Deena Mattar as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. To elect John Poulter as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. To elect Patrick Martell as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. To appoint KPMG LLP as auditor of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

RESOLUTIONS Please mark 'X' to indicate how you wish to vote

- | | For | Against | Vote Withheld |
|-------------------------------------------------------------------------------------------------------------|--------------------------|--------------------------|--------------------------|
| 10. To authorise the Directors to fix the remuneration of the auditor. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 11. To approve the Remuneration Policy contained in the Remuneration Report. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 12. To approve the Remuneration Report (other than the part containing the Directors' Remuneration Policy). | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 13. To authorise the Directors to allot relevant securities. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 14. To authorise the Directors to allot equity securities for cash on a non-pre-emptive basis. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 15. To authorise the Directors to make market purchases of the Company's shares. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 16. To fix the notice period for general meetings of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 17. To (a) declare a special dividend of 16.00 pence per share and (b) approve a share consolidation. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Signature

Date

You may submit your proxy electronically at www.capitashareportal.com.

Notes

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder as his or her proxy to exercise all or any of his or her rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided. If the proxy is being appointed in relation to less than your full voting entitlement, please enter 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. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
2. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
3. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communication from the Company in accordance with section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the registered shareholder who holds shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
4. The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
5. Entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 6.00 p.m. on the day which is two days before the day of the meeting or adjourned meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the annual general meeting.
6. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID: RA10) not later than 48 hours before the time appointed for holding the annual general meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
7. Overleaf is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0871 664 0300 (calls cost 10p per minute plus network extras, lines are open 8.30am to 5.30pm Monday-Friday) to request a change of address form.
8. The completion and return of this form will not preclude a member from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
9. To be effective, all votes must be lodged not less than 48 hours before the time of the meeting at the office of the Company's registrars at: PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU.
10. If you prefer, you may return the proxy form to the Registrar in an envelope addressed to FREEPOST RSBH-UXKS-LRBC, PXS, 34 Beckenham Road, Beckenham, BR3 4TU.

BUSINESS REPLY
Licence Number
RSBH-UXKS-LRBC



PXS
34 Beckenham Road
BECKENHAM
BR3 4TU