

ATTENDANCE CARD

RM plc - ANNUAL GENERAL MEETING

You may submit your proxy electronically using the Share Portal service at www.capitashareportal.com. If not already registered for the Share Portal, you will need your Investor Code below.

To be held at 140 Eastern Avenue, Milton Park, Abingdon, Oxfordshire, OX14 4SB at 11.30am on Wednesday 25 March 2015.

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 registrar. This will facilitate entry to the meeting.

Signature of
person attending

Barcode:

Investor Code:

Notice of Availability Notice of AGM and Annual Report 2014

IMPORTANT – PLEASE READ CAREFULLY

You can now access the 2014 Annual Report and Notice of AGM by visiting this website: www.rmplc.com

If you wish to receive a paper copy of the Annual Report and/or the Notice of AGM, please contact Capita Asset Services, 34 Beckenham Road, Beckenham, Kent BR3 4TU. Telephone 0871 664 0300 (calls cost 10 pence per minute plus network extras, lines are open 8.30am to 5.30pm Monday-Friday) or on +44 20 8639 3399 (if calling from outside the UK).

Please note the deadline for receiving proxies is 11.30am on 23 March 2015.

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)

Event Code:

Name of proxy

Number of shares proxy appointed over

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 25 March 2015 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

- 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 2014.
- To declare a final dividend of 3.04 pence per share.
- To re-elect John Poulter as a Director.
- To re-elect Lord Andrew Adonis as a Director.
- To re-elect David Brooks as a Director.
- To re-elect Iain McIntosh as a Director.
- To re-elect Patrick Martell as a Director.
- To re-elect Deena Mattar as a Director.
- To re-appoint KPMG LLP as auditor of the Company.

For	Against	Vote Withheld
<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
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<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

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

- To authorise the Directors to fix the remuneration of the auditor.
- To approve the Remuneration Policy contained in the Remuneration Report.
- To approve the Remuneration Report (other than the part containing the Directors' Remuneration Policy).
- To authorise the Directors to allot relevant securities.

For	Against	Vote Withheld
<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

SPECIAL RESOLUTIONS

- To authorise the Directors to allot equity securities for cash on a non-pre-emptive basis.
- To authorise the Directors to make market purchases of the Company's shares.
- To fix the notice period for general meetings of the Company.

<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" 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 agreement with the registered shareholder to give instructions to the registered shareholder 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 will be determined by reference to the Register of Members of the Company at 6.00pm 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 wish to use an envelope, please address it to FREEPOST CAPITA PXS. Please note that delivery using this service can take up to 5 business days.

Business Reply Plus
Licence Number
RLUB-TBUX-EGUC



PXS 1
34 Beckenham Road
Beckenham
BR3 4ZF

