

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 22 March 2017.

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 2016

IMPORTANT – PLEASE READ
CAREFULLY

You can now access the 2016 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 12p per minute plus your phone company's access charge. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 9.00am - 5.30pm, Monday to Friday excluding public holidays in England and Wales.) or on +44 20 8639 3399 (if calling from outside the UK).

Please note the deadline for receiving proxies is 11.30am on 20 March 2017.

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 proxy 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 22 March 2017 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

1. To receive and consider the Company's financial statements, the strategic report and the reports of the Directors of the Company and the auditor of the Company for the year ended 30 November 2016.
2. To declare a final dividend of 4.50 pence per ordinary share.
3. To re-elect John Poulter as a Director of the Company.
4. To re-elect David Brooks as a Director of the Company.
5. To re-elect Patrick Martell as a Director of the Company.
6. To re-elect Neil Martin as a Director of the Company.
7. To re-elect Deena Mattar as a Director of the Company.
8. To re-appoint KPMG LLP as auditor of the Company.
9. To authorise the Directors to determine the remuneration of the auditor.

For

Against

Vote Withheld

RESOLUTIONS

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

10. To approve the Remuneration Report (other than the part containing the Directors' Remuneration Policy).
11. To authorise the Directors to allot relevant securities.
12. To authorise the Directors to disapply pre-emption rights.
13. To authorise the Directors to disapply pre-emption rights for the purposes of acquisitions or capital investment.
14. To authorise the Directors to make market purchases of the Company's shares.
15. To fix the notice period for the general meetings of the company.

For

Against

Vote Withheld

SPECIAL RESOLUTIONS

Signature

Date

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

JOB No	86797 RM Proxy			DATE STARTED	16.01.17	STARTED BY	KATE
TEMPLATE NAME		DATE AMENDED	08.02.17	AMENDED BY	KATE	PROOF No	2
SAVED IN	PROXY	SIZE	A4 210X297MM	COLOURS	BLACK		
PREVIOUS JOB No	83764	A/C HANDLER	CC STUDIO	CLIENT'S NAME	A WEBSTER		

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 '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.
4.

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 close of business 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.
5.

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.
6.

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 12p per minute plus your phone company's access charge. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 9.00am - 5.30pm, Monday to Friday excluding public holidays in England and Wales.) to request a change of address form.
7.

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.
8.

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 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF.
9.

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