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If you have sold or otherwise transferred all of your ordinary shares in RM plc, please send this document, as soon as possible, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.



*(Incorporated and registered in England and Wales
under the Companies Act 1948 with company number 01749877)*

Notice of Annual General Meeting

142B Park Drive
Milton Park
Milton
Abingdon
Oxfordshire, OX14 4SE

3 April 2024

Part 1 – letter from the chair

Dear Shareholder,

2024 ANNUAL GENERAL MEETING

I am very pleased to be writing to you with details of the Annual General meeting (the "**AGM**") of RM plc ("**RM**" or the "**Company**") which we are holding on 9 May 2024 at 10:30am at 142B Park Drive, Milton Park, Milton, Abingdon, Oxfordshire, OX14 4SE. The formal notice of AGM is set out in Part 2 of this document.

In order to assist any shareholders who do not wish to attend in person, you may:

- Vote electronically via your Signal Shares account. Submission of an electronic vote via your Signal Shares account will not preclude you from attending the AGM and voting in person if you later choose to do so.
- Submit any question that you would like to be answered at the AGM by sending it, together with your name, as shown on the Company's register of members, to the following email address: agm2024@rm.com so that it is received by no later than 10:30am on 7 May 2024.
- Join the AGM remotely. If you are interested in this option, please send your request to do so to agm2024@rm.com. Please note that shareholders will not be able to use this facility to actively participate in the AGM, for example by voting on the resolutions or asking questions. It is therefore recommended that shareholders vote on the resolutions using their Signal Shares account and submit any questions prior to the AGM. Shareholders attending the AGM electronically should be aware that the proceedings of the AGM may be recorded. The Company reserves the right to retain and use any such recording for any purpose.

We will make any further updates with regard to the AGM on the Company's website at <https://www.rmplc.com/announcements>. Please ensure that you regularly check this page for updates.

The purpose of this letter is to explain the resolutions which are proposed in the notice of the AGM (the “**Notice**”).

1. Receipt of the 2023 Annual Report and Accounts (Resolution 1)

The Directors of the Company will present the Company’s audited accounts and related reports for the year ended 30 November 2023 (the “**Annual Report and Accounts**”), as required by the Companies Act 2006 (the “**Act**”). Accordingly, Resolution 1 asks shareholders to receive the Annual Report and Accounts for the year ended 30 November 2023.

2. Re-election and election of Directors (Resolutions 2 to 8)

All the directors of the Company (the “**Directors**”) will stand for re-election or election in accordance with the UK Corporate Governance Code 2018 (the “**Code**”). As such, three Directors (Helen Stevenson, Mark Cook and Richard Smothers) are offering themselves for re-election. Simon Goodwin, Christopher Humphrey, Carolyn Dawson and Jamie Murray Wells were appointed during the past year and will therefore offer themselves for election. Each Director’s appointment is governed by a fixed-term letter of appointment.

Biographical details of all of the Directors seeking election or re-election and the reasons why their contribution is, and continues to be, important to the Company’s long-term sustainable success can be found on pages 5 and 6 below.

The Board believes that the contribution and commitment of each of Helen Stevenson, Richard Smothers, Christopher Humphrey, Carolyn Dawson and Jamie Murray Wells as Non-Executive Directors is beneficial to the Company. As Chair, I confirm that all Directors are performing effectively and demonstrating their commitment to their roles, and that the balance of skill, experience and knowledge on the Board is sufficient to enable the Directors to properly discharge their respective duties and responsibilities. All the Non-Executive Directors are deemed to be independent in accordance with the criteria set out in the Code.

3. Re-appointment of Auditor and Auditor’s Remuneration (Resolutions 9 and 10)

On the recommendation of the Audit and Risk Committee, the Board has proposed the re-appointment of Deloitte LLP as the auditor of the Company for the financial year commencing 1 December 2023.

Resolution 10 will authorise the Audit and Risk Committee, on behalf of the Board, to determine the auditor’s remuneration for 2024.

4. Directors’ Remuneration Report (Resolution 11)

Resolution 11 is to approve the Directors’ Remuneration Report (other than the part containing the extracts from the Directors’ Remuneration Policy) contained in the Company’s Annual Report and Accounts for the year ended 30 November 2023. The report is set out on pages 109 to 118 of the Annual Report and Accounts. The resolution is advisory in nature and no individual Director’s remuneration is dependent upon it.

5. Directors’ Remuneration Policy (Resolution 12)

Resolution 12 is an ordinary resolution to approve the Directors’ Remuneration Policy which is set out in the Annual Report on pages 99 to 108. Under the Act, the Directors’ Remuneration Policy is subject to shareholder approval at least every three years. The policy was last approved by shareholders at the 2021 AGM. Once the new Directors’ Remuneration Policy has been approved, all payments by the Company to the Directors and any former Directors must be made in accordance with the new policy (unless a payment has been separately approved by a shareholder resolution). If the new Directors’ Remuneration Policy is approved and remains unchanged, it will be valid for up to three financial years without a new shareholder approval. If the Company wishes to change the Directors’ Remuneration Policy, it will need to put the revised policy to a vote again before it can implement the new policy.

6. Approval of an amendment to the RM Performance Share Plan 2019 (Resolution 13)

Resolution 13 seeks shareholder approval for an amendment to the rules of the RM plc Performance Share Plan 2019 (the “PSP”), which was approved by shareholders at the 2019 AGM on 27 March 2019. The Company would like to be able to grant meaningful long term incentive awards under the PSP to its newly formed executive team, currently consisting of eight people, and to other key persons but is restricted in doing so by the current dilution limits in place, which has been partly used up by awards to previous management.

The Company, therefore, is seeking shareholder approval to amend the rules of the PSP so that it operates within a new 12.5% in 10 years share plans dilution limit. The new limit will replace the current dilution limits in RM’s share plans (a 10% in 10 years limit for all employees’ share plans and a 5% in 10 years limit for selective share plans, including the PSP). This change will enable the Company to make meaningful awards that will be retentive and incentivising. If the amendment to the PSP is approved by shareholders, the Company will review the extended 12.5% dilution limit ahead of AGM 2027 to see if RM can revert to a more standard 10% dilution limit.

The full text of the PSP rules marked-up to show the proposed amendment will be available for inspection at the place of the AGM for at least 15 minutes before and during the meeting and on the national storage mechanism from the date of this Notice.

7. Issues and repurchases of ordinary shares (Resolutions 14 to 17)

The Notice includes an ordinary resolution renewing the Directors’ authority to allot shares, two special resolutions dis-applying shareholders’ pre-emption rights to a limited extent and a special resolution authorising the Company to make market purchases of its shares.

Resolution 14 renews the authority granted to the Directors to allot new ordinary shares in accordance with section 551 of the Act. Paragraph a)(i) of this resolution 14 would give the directors the authority to allot ordinary shares of the Company up to an aggregate nominal amount equal to £639,047 representing approximately one third of the Company’s issued ordinary share capital as at 20 March 2024 (being the latest practicable date before the publication of this document).

Paragraph a)(ii) of this resolution would give the directors authority to allot ordinary shares in connection with a pre-emptive offer in favour of ordinary shareholders up to an aggregate nominal amount equal to £1,278,094, as reduced by the nominal amount of any shares issued under paragraph a)(i) of this resolution. This amount (before any reduction) represents approximately two thirds of the Company’s issued ordinary share capital as at 20 March 2024 (being the latest practicable date before the publication of this document).

Resolution 15 renews the Directors’ authority in accordance with sections 570 and 573 of the Act to allot ordinary shares for cash without first being required to offer such shares to existing shareholders. If approved, the resolution will authorise the Directors to issue ordinary shares for cash in connection with a rights issue or open offer and otherwise (in line with the approach recommended by the Pre-Emption Group’s 2022 Statement of Principles) to issue ordinary shares for cash, including the sale on a non pre-emptive basis of treasury shares for cash, up to a maximum nominal amount of £191,714, being equal to 10 per cent of the nominal value of the Company’s issued ordinary share capital as at 20 March 2024 (being the latest practicable date prior to the publication of this document). Under paragraph c) of the resolution, the directors are further authorised to allot shares and/or sell treasury shares for cash up to an additional aggregate amount equal to 20% of any allotment under paragraph b) of the resolution, for the purposes of making a follow-on offer to existing shareholders as described in the 2022 Statement of Principles. The maximum additional nominal amount that could be issued under paragraph c) of the resolution (based on the authority under paragraph b) being used in full) is £38,343 (representing approximately 2% of the Company’s issued ordinary share capital as at 20 March 2024 (being the latest practicable date before the publication of this document)).

Resolution 16 renews the Directors’ authority to allot further ordinary shares, in addition to the authority granted under resolution 15, for cash in connection with acquisitions or other specified capital investments which are announced contemporaneously with the allotment, or which have taken place in the preceding twelve-month period and are disclosed in the announcement of the allotment. In line with the approach recommended by the Pre-Emption Group’s 2022 Statement of Principles, this authority is limited to a maximum nominal amount of £191,714, being equal to 10 per cent of the nominal value of the Company’s issued ordinary share capital as at 20 March 2024 (being the latest practicable date prior to the publication of this document).

Under paragraph b) of the resolution, the directors are further authorised to allot shares and/or sell treasury shares for cash up to an additional aggregate amount equal to 20% of any allotment under paragraph a) of the resolution, for the purposes of making a follow-on offer to existing shareholders as described in the 2022 Statement of Principles. The maximum additional nominal amount that could be issued under paragraph b) of the resolution (based on the authority under paragraph a) being used in full) is £38,343 (representing approximately 2% of the Company's issued ordinary share capital as at 20 March 2024 (being the latest practicable date before the publication of this document)).

Resolution 17 renews the Directors' authority to make market purchases of up to 10 per cent of the Company's issued ordinary shares. The Board believes that it would be appropriate to have the option to use a proportion of the Company's cash resources to make market repurchases of ordinary shares. The resolution also sets minimum and maximum prices in accordance with the UK Listing Rules. The Directors have no present intention of exercising this authority but consider it prudent to maintain the flexibility that this authority provides. The Company will only exercise the authority granted by the proposed resolution 17 where the Board reasonably believes that repurchasing its ordinary shares will increase earnings per share of the ordinary shares in issue after the purchase and, accordingly, is in the best interests of shareholders as a whole. Any ordinary shares purchased by the Company pursuant to the authority conferred by resolution 17 will either be cancelled and the number of shares reduced accordingly or, if the Directors consider it appropriate, they may be held as treasury shares.

Each of these authorities will expire on the date of the next annual general meeting of the Company or on 8 August 2025, whichever is the earlier.

As at 20 March 2024 (being the latest date prior to the publication of this document), there are no treasury shares in issue.

Action to be taken

You will not receive a hard copy form of proxy for the 2024 AGM in the post. Instead, you will be able to vote electronically using the link www.signalshares.com. You will need to log into your Signal Shares account, or register if you have not previously done so. To register you will need your Investor Code, which is detailed on your share certificate or available from the Company's Registrar, Link Group.

Voting by proxy prior to the AGM does not affect your right to attend the AGM and vote in person should you so wish. Proxy votes must be received no later than 10:30am on 7 May 2024. You may request a hard copy form of proxy directly from the Company's Registrar, Link Group (telephone: 0371 664 0391). Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday (excluding public holidays in England and Wales), or by email at enquiries@linkgroup.co.uk.

Recommendation

The Directors believe that the adoption of all the resolutions to be put to the AGM are in the best interests of the Company and its shareholders as a whole. The Directors unanimously recommend that you vote in favour of all the resolutions to be proposed at the AGM, as they themselves intend to do in respect of their own beneficial shareholdings which in aggregate, as at 20 March 2024 (being the latest practicable date prior to the publication of this document), amount to a total of 290,236 ordinary shares, representing approximately 0.35 per cent of the existing issued ordinary share capital of the Company.

All resolutions for consideration at the AGM will be voted on by way of a poll, rather than a show of hands. This means that ordinary shareholders will have one vote for each ordinary share held. The Company believes that this will result in a more accurate reflection of the views of ordinary shareholders by ensuring that every vote is recognised, including the votes of ordinary shareholders who are unable to attend the AGM, but who have appointed a proxy for the Meeting.

Yours faithfully

Helen Stevenson
Chair

Directors seeking re-election and election

Helen Stevenson – Chair **R N E**

Helen Stevenson was appointed as Non-Executive Chair of RM plc on 16 February 2022. She is also the Chair of the Nomination Committee. Helen is a Non-Executive Director and Remco Chair of IG Group Holdings plc, a FTSE 250 fintech company providing derivatives trading. Until recently, she was also Senior Independent Director of Reach plc, a Non-Executive Director of Skipton Building Society and Senior Independent Director of Kin + Carta plc. Helen was the Chief Marketing Officer UK at Yell Group plc from 2006 to 2012, including responsibility for digital product development and, prior to this, served as Lloyds TSB Group Marketing Director. She started her career with Mars Inc where she spent 19 years, working across senior supply side and demand side roles, culminating in European Marketing Director. Helen is a Governor at Wellington College where she is also Chair of the Wellington College Educational Enterprises Board and is a member of the Henley Business School Strategy Board.

Contributions and reasons for re-election: Helen has a 30-year executive career spanning senior supply and demand side roles across large Consumer Goods, Retail Financial Services and Digital Media organisations and 11 years' PLC non-executive director experience across a range of sectors.

Mark Cook – Chief Executive Officer

Mark Cook joined the Board as Chief Executive Officer of RM in January 2023. After qualifying as an accountant and working in several finance roles, Mark moved into consulting, joining Xansa plc where he led transformation and systems implementation programmes for clients including the BBC and Boots. In 2010 Mark joined Getronics Group under Aurelius Investments where he refocused the portfolio and created a global technology digital services business. In 2019 Mark joined Capita plc as CEO for the People Solutions Division and latterly the Technology Solutions Division. Mark is currently non-executive Chairman of Searchlight Consulting.

Contributions and reasons for re-election: With a background in operations and technology, Mark brings extensive experience in business transformation and creating shareholder value, with a proven track record as a CEO and in leading organisations.

Richard Smothers – Independent Non-Executive Director **A R N E**

Richard Smothers joined the Board on 3 January 2023 as a Non-Executive Director and became Chair of the Audit and Risk Committee on 31 March 2023. He is currently the Chief Financial Officer at Greene King Limited, a role he has held since 2017 and has both strategic, financial and operational responsibilities. Prior to this he was Chief Financial Officer at Mothercare plc and held a number of senior roles at Rexam plc, Tesco plc and Cargill Inc.

Contributions and reasons for re-election: Richard is a Chartered Management Accountant and provides the Board and the Audit and Risk Committee with both recent and relevant financial experience, gained through an established career in senior finance roles.

Simon Goodwin – Group Chief Financial Officer

Simon Goodwin joined the Board as Group Financial Officer on 29 August 2023. Prior to joining the Board of RM plc, Simon was the Group CFO at MTI Technology from December 2017 until July 2023, where he was responsible for the finance and administrative functions across their operations in the UK, France and Germany. Simon has also held senior finance roles in Getronics, the Dutch ICT business, and Sopra Steria, the digital services and software development consultancy. After qualifying as an accountant, Simon worked in a number of finance and commercial roles for Xansa plc, Warner Bros and Marks and Spencer plc.

Contributions and reasons for election: Simon is a Chartered Management Accountant with 15 years of experience in finance leadership roles in the technology sector. He brings to the Board, broad financial expertise and a history in business transformation.

Christopher Humphrey – Independent Non-Executive Director **A R N E**

Christopher Humphrey joined the Board on 7 July 2023 as a Non-Executive Director and was appointed Chair of the Remuneration Committee on 10 October 2023. On 1 January 2024 Christopher was appointed Senior Independent Director. Christopher has extensive international, financial and general management experience gained across a range of sectors and in a variety of international markets (UK, USA, Europe and Far East) both in growth and turnaround situations. He is currently Chair of AIM-listed Eckoh plc, a customer engagement and contact solutions provider, a position he has held since 2017, and Non-Executive Chairman of Heywood Pension Technologies – a pensions solutions provider. He also served as Senior Independent Director and Audit Chair at Aveva Group plc, Senior Independent Director and Audit Chair at Vivendum plc, and Non-Executive Director at SDL plc, a language translation software provider. Christopher has had a number of leadership roles during his career, including the position of Group Chief Executive Officer of Anite plc from 2008 to 2015.

Contributions and reasons for election: Christopher has extensive international, financial and general management experience gained across a range of sectors and in a variety of international markets (UK, USA, Europe and Far East) both in growth and turnaround situations. Christopher also has extensive listed company experience which includes other non-executive director roles along with prior senior leadership positions at PLCs.

Carolyn Dawson – Independent Non-Executive Director **A R N E**

Carolyn Dawson joined the Board as a Non-Executive Director on 1 November 2023. She is currently CEO of the Founders Forum Group, the business services group for entrepreneurs, and is leading the relaunch of Tech Nation. Prior to this role she spent over 20 years at Informa Group plc, working on a range of leadership roles, including founding London Tech Week and most recently as President, Verticals and ESG, Informa Tech. Carolyn is also a Trustee for Centre for Entrepreneurs. She has co-founded Miroma Founders Network, which provides growing businesses with media opportunities. Carolyn also serves on the board of 01 Founders, a free-to-access coding school; Founders Makers, a creative partner to scaleups and major brands, and Grip, an AI-powered networking solution.

Contributions and reasons for election: Carolyn brings significant and current executive experience in the technology and education sectors, which is of great relevance to RM's business.

Jamie Murray Wells OBE – Independent Non-Executive Director **A R N E**

Jamie Murray Wells joined the Board as a Non-Executive Director and was appointed Chairman of the ESG Committee on 1 November 2023. Jamie brings leading digital product and strategy expertise to the Board, having worked since 2013 for Google, where he has held roles defining new platforms and ecosystems, including as Head of Digital Platform Experiences and Head of Extended Reality (XR) Platform Enablement. Prior to joining Google, Jamie founded and led Glasses Direct, a digital-led retail business. Before taking it through a private equity transaction with Cipio Partners. He recently served as a non-executive director of DD Group, the wholesale supplier to the dental sector. Jamie is also a director of Trotters (Childrenswear & Accessories) Ltd, the timeless British childrenswear, footwear and hairdressing brand and The Cheese Geek Ltd, a business modernising cheese wholesale and retail online.

Contributions and reasons for election: Jamie brings leading digital product and strategy expertise to the Board with experience in building consumer-facing digital products. This current and relevant experience brings very useful insight to the Board.

Committee membership as at the date of this report:

- A** Audit and Risk Committee Member
- R** Remuneration Committee Member
- N** Nomination Committee Member
- E** ESG Committee Member

Part 2 - Notice of annual general meeting

Notice is hereby given that the annual general meeting of RM plc (the "Company") will be held at 142B Park Drive, Milton Park, Milton, Abingdon, Oxfordshire, OX14 4SE on 9 May 2024 at 10:30am (or at any adjournment thereof) to consider and, if thought fit, pass resolutions 1 to 14, which will be proposed as ordinary resolutions of the Company, and resolutions 15 to 17, which will be proposed as special resolutions of the Company:

1. To receive the Company's audited 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 2023 (the "Annual Report and Accounts").
2. To re-elect Helen Stevenson as a Director of the Company.
3. To re-elect Mark Cook as a Director of the Company.
4. To re-elect Richard Smothers as a Director of the Company.
5. To elect Simon Goodwin as a Director of the Company.
6. To elect Christopher Humphrey as a Director of the Company.
7. To elect Carolyn Dawson as a Director of the Company.
8. To elect Jamie Murray Wells as a Director of the Company.
9. To re-appoint Deloitte LLP as auditor of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
10. To authorise the Directors to determine the remuneration of the auditor.
11. To approve the Remuneration Report contained in the Company's Annual Report and Accounts for the year ended 30 November 2023 (other than the part containing the Directors' Remuneration Policy).
12. To approve the Directors' Remuneration Policy contained in the Company's Annual Report and Accounts for the year ended 30 November 2023.
13. To approve amendments to the rules of the RM plc Performance Share Plan 2019 (the "PSP") in accordance with the copy of the rules of the PSP marked to show the proposed amendments which are produced to the meeting and initialled by the Chairman for the purposes of identification (a summary of which is set out in Part 1 – letter from the Chair, section 6).
14. That:
 - a) the Directors be generally and unconditionally authorised, in accordance with section 551 of the Companies Act 2006 (the "Act"), to allot shares in the Company and to grant rights to subscribe for, or convert any security into, shares in the Company:
 - (i) up to an aggregate nominal amount of £639,047 (such amount to be reduced by the nominal amount of any allotments or grants made under sub-paragraph (ii) below in excess of such sum); and
 - (ii) comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £1,278,094 (such amount to be reduced by the nominal amount of any allotments or grants made under sub-paragraph (i) above) in connection with a fully pre-emptive offer:
 - (A) to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
 - (B) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange.
 - b) These authorities shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or, if earlier, at the close of business on 8 August 2025;
 - c) the Company may, before this authority expires, make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

- 15.** If resolution 14 is passed, the Directors be authorised to allot equity securities (as defined in the Act) for cash under the authority conferred by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, provided that such authority be limited to:
- a) the allotment of equity securities and sale of treasury shares in connection with an offer or issue of equity securities (but in the case of the authority granted under paragraph a) (ii) of resolution 14, by way of a fully pre-emptive offer only) to or in favour of:
 - (i) holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
 - (ii) holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary;but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange.
 - b) the allotment of equity securities or sale of treasury shares (otherwise than under sub-paragraph a) above) up to a nominal amount of £191,714; and
 - c) the allotment of equity securities or sale of treasury shares (otherwise than under sub-paragraph a) or sub-paragraph b) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph b) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice, such authority to expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or, if earlier, at the close of business on 8 August 2025 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.
- 16.** That if resolution 14 is passed, the Board be authorised, in addition to any authority granted under resolution 15, to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, provided that such authority be limited to:
- a) the allotment of equity securities or sale of treasury shares up to a nominal amount of £191,714 such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Board of the Company determines to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice; and
 - b) the allotment of equity securities or sale of treasury shares (otherwise than under sub-paragraph a) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under sub-paragraph a) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice, such authority to expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or, if earlier, at the close of business on 8 August 2025 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

- 17.** That, in accordance with the Act, the Company be and is hereby unconditionally and generally authorised to make market purchases (as defined in section 693 of the Act) of ordinary shares in the capital of the Company on such terms and in such manner as the Directors may determine, provided that:
- a) the maximum number of ordinary shares which may be purchased under this authority is 8,387,501 ordinary shares of 2 2/7 pence each (representing approximately 10% of the Company's ordinary issued share capital as 20 March 2024 (being the latest practicable date prior to the publication of this document));
 - b) the minimum price (exclusive of expenses) which may be paid for each ordinary share purchased under this authority is the nominal value thereof;
 - c) the maximum price which may be paid for an ordinary share purchased under this authority shall be not more than the higher of (i) an amount equal to 5 per cent above the average of the middle market quotations of an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased and (ii) the price which is the higher of the last independent trade and the highest current independent bid on the London Stock Exchange at the time the purchase is carried out;
 - d) this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution, or at close of business on 8 August 2025, whichever is earlier unless such authority is renewed prior to such time;
 - e) the Company may make a contract or contracts to purchase ordinary shares under this authority before its expiry which will or may be executed wholly or partly after the expiry of this authority and may make a purchase of ordinary shares in pursuance of such contract; and
 - f) all existing authorities for the Company to make market purchases of ordinary shares are revoked, except in relation to the purchase of shares under a contract or contracts concluded before the date of this resolution and which has or have not yet been executed.

By order of the Board

Daniel Fattal

Company Secretary
3 April 2024

Registered Office:
142B Park Drive
Milton Park
Milton
Abingdon
Oxfordshire, OX14 4SE

Notes:

The following notes explain your general rights as a shareholder and your right to attend and vote at the AGM or to appoint someone else to vote on your behalf.

1. To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be registered in the Register of Members of the Company at close of trading on 7 May 2024. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the AGM.
2. Shareholders, or their proxies, intending to attend the AGM in person are requested, if possible, to arrive at the venue at least 30 minutes prior to the commencement of the AGM at 10:30am GMT on 9 May 2024 so that evidence of their identity and if applicable their appointment as a proxy or corporate representative and their shareholding may be checked against the Company's Register of Members and attendances recorded.
3. Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights to attend and to speak and vote on their behalf at the AGM. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that shareholder. A proxy need not be a shareholder of the Company. Nominated Persons (as defined below at paragraph 14) do not have a right to appoint a proxy.
4. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register of Members in respect of the joint holding (the first named being the most senior).
5. 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. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the AGM.
6. You can vote:
 - By logging on to www.signalshares.com and following the instructions.
 - You may request a hard copy form of proxy directly from the Company's Registrar, Link Group by email at shareholderenquiries@linkgroup.co.uk or by (telephone: 0371 664 0391). Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday (excluding public holidays in England and Wales).
 - In the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.
 - If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform in accordance with the procedures set out below.

In order for a proxy appointment to be valid, a form of proxy must be completed. In each case the form of proxy must be received by Link Group at PXS 1, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL on 7 May 2024 by 10:30am or by utilising the Crest or Proxymity electronic proxy appointment services.
7. The Chair intends to vote any undirected proxies given to her in favour of all the resolutions set out in this Notice and will vote such undirected proxies as she thinks fit on any matters or motions before the meeting. You will need to state clearly on each form of proxy the number of ordinary Shares in relation to which the proxy is appointed. A failure to specify the number of ordinary Shares each proxy appointment relates to or specifying a number of ordinary Shares in excess of those held by the member will result in the proxy appointment being invalid. If you return more than one proxy appointment, either by paper or electronic communication, for the same share for use at the same AGM the appointment received last by the Registrar (regardless of its date or date of signature) before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.

8. The return of a completed form of proxy, electronic filing, or appointing a proxy via Proxymity (as described in the note below) any CREST Proxy Instruction (as described in the notes below) will not prevent a shareholder from attending the AGM and voting in person if he/she wishes to do so. Unless otherwise indicated on the Form of Proxy, CREST, Proxymity or any other electronic voting instruction, the proxy will vote as they think fit or at their discretion, withhold from voting.
9. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM (and any adjournment of the AGM) by using the procedures described in the CREST Manual (available from www.euroclear.com). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a 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 by means of CREST 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 must be transmitted so as to be received by the issuer's agent (ID RA10) by 10:30am on 7 May 2024. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuer'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. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
12. Institutional investors may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the registrar. Further information regarding Proxymity can be found at www.proxymity.io. Your proxy must be lodged by 10:30 am on 7 May 2024 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before appointing a proxy by this process you will need to agree to the Proxymity terms and conditions. It is important that these are read carefully as they are binding and govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.
13. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all its powers as a shareholder provided that no more than one corporate representative exercises powers in relation to the same shares.
14. A copy of this Notice has been sent for information only to persons who have been nominated by a shareholder to enjoy information rights under section 146 of the Companies Act 2006 (the "Act") (a Nominated Person). The right to appoint a proxy (detailed in paragraph 3 above) cannot be exercised by a Nominated Person; it can only be exercised by a shareholder. However, a Nominated Person may have a right, under an agreement with the shareholder by whom she or he was nominated, to be appointed as a proxy for the AGM or to have someone else so appointed. If a Nominated Person does not have such a right or does not wish to exercise it, she or he may have a right under such an agreement to give instructions to the shareholder as to the exercise of voting rights.

- 15.** As at 20 March 2024 (being the latest practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consists of 83,875,016 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 20 March 2024 are 83,875,016.
- 16.** Under section 527 of the Act, shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's financial statements (including the Auditor's Report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual financial statements and reports were laid in accordance with section 437 of the Act (in each case) that the shareholders propose to raise at the relevant meeting. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM for the relevant financial year includes any statement that the Company has been required under section 527 of the Act to publish on a website.
- 17.** Any shareholder attending the AGM has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the AGM but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.
- 18.** Copies of the Directors' letters of appointment and service contracts and the Rules of The RM plc Performance Share Plan 2019 (as applicable) are available for inspection during normal business hours at the registered office of the Company on any business day from the date of this Notice until the time of the AGM and may also be inspected at the AGM venue, as specified in this Notice, on the day of the AGM until its conclusion.
- 19.** You may not use any electronic address (within the meaning of section 333(4) of the Act) provided in either this Notice or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.

A copy of this Notice, and other information required by section 311A of the Act, can be found on the Company's website at www.rmplc.com.