

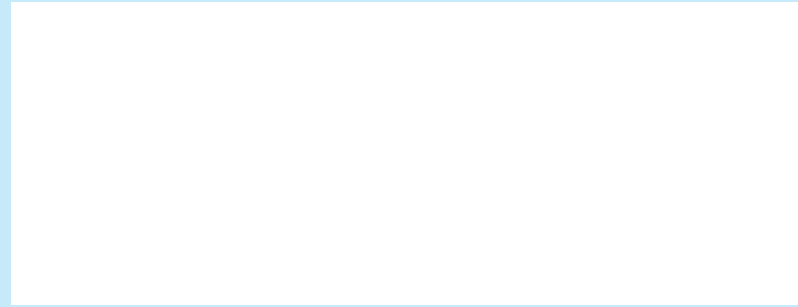
FORM OF PROXY



Form of Proxy – Court Meeting

CR - 2022 – 003277

In the High Court of Justice, Business and Property Courts of England and Wales, Companies Court (CHD);
In the matter of RPS Group Plc (the “Company”) and in the matter of the Companies Act 2006



Form of Proxy for use at the Court Meeting of the Company to be convened at 10.00 a.m. on Thursday 3 November 2022 or at any adjournment thereof.

Voting ID	Task ID	SRN (Shareholder Reference Number)

You can submit your proxy electronically at www.sharevote.co.uk using the above numbers

I/We the undersigned hereby appoint the Chair of the Court Meeting (see Note 3 below) or

Leave “Name of Proxy” box blank to appoint the Chair as your proxy.

Leave “Number of Scheme Shares proxy is appointed over” box blank to vote all of your Scheme Shares.

Name of Proxy	Number of Scheme Shares Proxy appointed over

as my/our proxy to attend, speak and vote on my/our behalf at the Court Meeting of the Company to be held at the offices of DLA Piper UK LLP, 160 Aldersgate Street, London EC1A 4HT, on Thursday 3 November 2022 at 10.00am and at any adjournment thereof. I/We request my/our proxy to vote in the manner indicated below.

If you wish to vote to confirm the approval of the Scheme, sign in the box marked ‘FOR the Scheme’, or if you do not wish to confirm the approval of the Scheme, sign in the box marked ‘AGAINST the Scheme’.

PLEASE SIGN IN ONLY ONE OF THE BOXES BELOW. THE FORM MUST BE SIGNED IN ORDER TO BE VALID. HOWEVER, IF YOU SIGN MORE THAN ONE BOX THIS FORM OF PROXY WILL BE INVALID (see Note 5).

FOR the Scheme	AGAINST the Scheme
<input type="checkbox"/>	<input type="checkbox"/>

Dated

If this is one of multiple proxy instructions, please tick here +

FORM OF PROXY



Form of Proxy – General Meeting



Form of Proxy for use at the General Meeting of RPS Group Plc (the “Company”) to be convened at 10.15 a.m. on Thursday 3 November 2022 or at any adjournment thereof.

Voting ID	Task ID	SRN (Shareholder Reference Number)

You can submit your proxy electronically at www.sharevote.co.uk using the above numbers

I/We the undersigned hereby appoint the Chair of the General Meeting (see Note 3 below) or

Leave “Name of Proxy” box blank to appoint the Chair as your proxy.

Leave “Number of RPS Shares proxy is appointed over” box blank to vote all of your RPS Shares.

Name of Proxy	Number of RPS Shares proxy appointed over

as my/our proxy to attend, speak and vote on my/our behalf at the General Meeting of the Company to be held at the offices of DLA Piper UK LLP, 160 Aldersgate Street, London EC1A 4HT, on Thursday 3 November 2022 at 10.15am and at any adjournment thereof. I/We request my/our proxy to vote in the manner indicated below.

Unless instructed otherwise, the proxy can vote as he or she chooses, or can decide not to vote at all in relation to any business of the General Meeting (see Note 5).

Special Resolution

	For	Against	Abstain
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- For the purposes of giving effect to the scheme of arrangement:
 - To authorise the directors of the Company to take all necessary and appropriate action to effect the Scheme; and
 - To amend the articles of association of the Company

Dated Signed

Name (in Block Capitals)

If this is one of multiple proxy instructions, please tick here +

FOLD HERE AND PLACE IN ENVELOPE PROVIDED

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NOTICE OF AVAILABILITY

The Scheme Document and the Notice of the General Meeting is now available to be viewed and downloaded on the Investor Relations link on the Company's website: www.rpsgroup.com. Printed copies of any shareholder communications may be requested from the Company's Registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA or by calling Equiniti on telephone number +44 (0)345 504 9911 between 8.30 a.m. and 5.30 p.m., Monday to Friday (excluding public holidays).

NOTES

1. Full details of the Resolution to be proposed at the General Meeting are set out in the Notice of General Meeting set out in the Scheme Document made available to shareholders of the Company on Tuesday 11 October 2022. All capitalised but undefined terms in this Form of Proxy and these notes shall have the meaning as set out in that Scheme Document.
2. Only holders of RPS Shares, or their duly appointed representatives, are entitled to attend and vote at the General Meeting. You are entitled to appoint one or more proxies of your own choice to exercise all or any of your rights to attend, speak and vote at the General Meeting. A proxy need not be a shareholder of the Company. If you appoint more than one proxy, each proxy must be appointed to exercise the rights attached to a different share or shares held by you. You can only appoint a proxy in accordance with the procedures set out in these notes and in the notes to the Notice of General Meeting.
3. If you wish to appoint the Chair of the General Meeting as your proxy, please leave the space provided blank. If you wish to appoint someone other than the Chair of the General Meeting as your proxy, please insert his/her full name in the box provided. If you sign and return the form with no name in the box provided, the Chair of the General Meeting will be deemed to be your proxy. If a proxy is being appointed in relation to less than your full voting entitlement, please enter in the box provided 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.
4. To appoint more than one proxy, you will need to complete a separate proxy form in relation to each appointment. Additional proxy forms may be obtained from the Registrar's helpline on +44 (0) 345 504 9911 between 8.30 a.m. and 5.30 p.m. Monday to Friday (excluding public holidays) or you may photocopy this form of proxy. 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 box marked + if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned in the same envelope provided. A failure to specify the number of shares each proxy appointment relates to or specifying a number in excess of those held by the member may result in the proxy appointment being invalid.
5. Please indicate with an 'X' in the boxes provided how you wish your vote to be cast in respect of the Resolution. If you fail to select any of the given options your proxy will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting on the Resolution. Your proxy can exercise his/her discretion as to how to vote on any other business which may come to the General Meeting including amendments to resolutions and procedural business.
6. In the case of a corporation, this form must be completed under its common seal or under the hand of an officer or attorney duly appointed in writing or other person authorised to sign.
7. In the case of joint holders of a share, the vote of any one holder will be accepted but the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of any conflicting votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand on the register in respect of the joint holding.
8. To be valid, this form of proxy, duly completed, must be lodged (together with the power of attorney or other authority under which it is signed or a notarially certified or office copy of such power or authority) with the Company's Registrars, Equiniti Limited, Aspect House, Lancing, West Sussex BN99 6DA no later than 10.15 a.m. on Tuesday 1 November 2022 (or, in the event that the General Meeting is adjourned, not less than 48 hours before the time of any adjourned meeting, excluding any part of a day which is a non-working day).
9. As an alternative to completing this hard copy form, you may appoint proxies electronically via the website www.sharevote.co.uk using the Voting ID, Task ID and Shareholder Reference Number provided on the front of the form of proxy or, if you hold your shares through CREST, using the CREST electronic proxy appointment service. Please refer to the notice of General Meeting for further information on proxy appointments through CREST. Shareholders who have registered with Equiniti Registrars' online portfolio service, Shareview, can appoint their proxy electronically by logging on to their portfolio at www.shareview.co.uk using your usual user ID and password by clicking on the "My Investments" page, click on the link to vote then follow the on screen instructions. For an electronic proxy appointment to be valid, the appointment must be received by Equiniti Limited no later than 10.15am on Tuesday 1 November 2022 (or, in the event that the General Meeting is adjourned, no later than 48 hours before the time of any adjourned meeting excluding any part of a day which is a non-working day). Any electronic communication sent by you to Equiniti Limited which is found to contain a virus will not be accepted.
10. The "abstain" option on this form of proxy is provided to enable you to instruct your proxy not to vote on the Resolution. However, a vote withheld is not a vote in law and will not be counted in the calculation of the votes "for" and "against" a resolution.
11. Any alterations made in the form of proxy should be initialled.
12. Completion and return of this form of proxy will not preclude you from attending and voting at the General Meeting in person if you wish. If you do attend the General Meeting in person, your proxy appointments will automatically be terminated.
13. You may not use any electronic address provided in this proxy form, if these Notes, in the Notice of General Meeting or in any related documents to communicate with the Company for any purpose other than those expressly stated.

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NOTES

1. Full details of the resolutions to be proposed at the Court Meeting are set out in the Notice of Court Meeting set out in the Scheme Document made available to shareholders of the Company on Tuesday 11 October 2022. All capitalised but undefined terms in this form of proxy and these notes shall have the meaning as set out in the Scheme Document.
2. Only holders of Scheme Shares, or their duly appointed representatives, are entitled to attend and vote at the Court Meeting. You are entitled to appoint one or more proxies of your own choice to exercise all or any of your rights to attend, speak and vote at the Court Meeting. A proxy need not be a shareholder of the Company. If you appoint more than one proxy, each proxy must be appointed to exercise the rights attached to a different share or shares held by you. You can only appoint a proxy in accordance with the procedures set out in these notes and in the Notes to the Notice of Court Meeting.
3. If you wish to appoint the Chair of the Court Meeting as your proxy, please leave the space provided blank. If you wish to appoint someone other than the Chair of the Court Meeting as your proxy, please insert his/her full name in the box provided. If you sign and return the form with no name in the box provided, the Chair of the Court Meeting will be deemed to be your proxy. If a proxy is being appointed in relation to less than your full voting entitlement, please enter in the box provided 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.
4. To appoint more than one proxy, you will need to complete a separate proxy form in relation to each appointment. Additional proxy forms may be obtained from the Registrar's helpline on +44 (0) 345 504 9911 between 8.30 a.m. and 5.30 p.m. Monday to Friday (excluding public holidays) or you may photocopy this form of proxy. 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 box marked + if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned in the same envelope provided. A failure to specify the number of shares each proxy appointment relates to or specifying a number in excess of those held by the member may result in the proxy appointment being invalid.
5. Please sign in one of the boxes to show how you wish your vote to be cast. The form must be signed in order to be valid. However, if you sign more than one box, the form of proxy will be invalid. Unless otherwise instructed, the person appointed as proxy will exercise his/her discretion as to any other business (including amendments to the Scheme and any procedural business, including any resolution to adjourn) which may come before the Court Meeting.
6. In the case of a corporation, this form must be completed under its common seal or under the hand of an officer or attorney duly appointed in writing or other person authorised to sign.
7. In the case of joint holders of a share, the vote of any one holder will be accepted but the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of any conflicting votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand on the register in respect of the joint holding.
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12. You may not use any electronic address provided in this proxy form in these Notes, in the Notice of Court Meeting or in any related documents to communicate with the Company for any purpose other than those expressly stated.