

**RWS HOLDINGS plc (the "Company")**

**Company Number 3002645**

**PROXY FORM**

**ANNUAL GENERAL MEETING**

**At 11.30 a.m. on 9 February 2016**

**At the offices of Olswang LLP, 90 High Holborn, London, WC1V 6XX**

**BEFORE COMPLETING THIS FORM, PLEASE READ THE EXPLANATORY NOTES OVERLEAF**

I/We .....  
(in BLOCK LETTERS please)

of .....

being a member/members of the Company hereby appoint the Chairman of the meeting or (see note 2)

.....

of .....

as my/our proxy to vote in my/our name(s) and on my/our behalf in the manner indicated below at the Annual General Meeting of the Company to be held at the offices of Olswang LLP, 90 High Holborn, London WC1V 6XX on 9 February 2016 at 11.30 a.m. and at any adjournment thereof.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter (including amendments to resolutions) which is properly put before the meeting.

This form is to be used in respect of the resolutions set out in the notice of meeting as follows:

|   |  | For | Against | Vote Withheld | Discretionary |
|---|--|-----|---------|---------------|---------------|
| 1 | To receive and adopt the report and accounts.  |     |         |               |               |
| 2 | To receive and approve the directors' remuneration report.   |     |         |               |               |
| 3 | To declare the final dividend for the year ended 30 September 2015.  |     |         |               |               |
| 4 | To reappoint David Shrimpton.  |     |         |               |               |
| 5 | To reappoint Elisabeth Lucas   |     |         |               |               |
| 6 | To reappoint Richard Thompson  |     |         |               |               |
| 7 | To reappoint Pricewaterhouse Coopers LLP as auditors, and authorise the Directors to determine their remuneration. |     |         |               |               |
| 8 | To grant authority to allot shares.  |     |         |               |               |
| 9 | To disapply statutory pre-emption rights.  |     |         |               |               |

Signed ..... Dated .....

Please return this form to the Company's Registrars whose address is Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU to arrive no later than 11.30 a.m. on 5 February 2016 (being not less than 48 hours before the time for the Annual General Meeting, discounting any day that is not a working day).

Please tick here if this proxy appointment is one of multiple appointments being made.\*  
\*For the appointment of more than one proxy, please refer to note 4 below.

NOTES TO THE PROXY FORM:

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. A member entitled to attend and vote at the meeting is also entitled to appoint one or more proxies to attend, speak, and vote on a show of hands and on a poll, instead of him. The proxy need not be a member of the Company. If you do not wish to appoint the Chairman of the meeting as your proxy, a proxy of your own choice may be appointed by inserting the proxy's name on this Proxy Form in the space provided, but where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy.
3. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
4. If you appoint more than one proxy, each proxy must be appointed in respect of a specified number of shares within your holding, and only one proxy may be appointed in respect of any one share within your holding. If you wish to do this, each proxy must be appointed on a separate Proxy Form. Additional Proxy Forms may be obtained from the Company Secretary by telephoning 01753 480200. Alternatively you may photocopy the Proxy Form the required number of times before completing it. When appointing more than one proxy you must indicate the number of shares in respect of which the proxy is appointed to the right of the name of the shareholder at the top of the Proxy Form, and whether, by ticking the box provided, the proxy instruction is one of multiple instructions being given.
5. The Proxy Form must, in the case of an individual, be signed by the appointor or their agent or attorney duly authorised in writing, or in the case of a corporation, either be under its common seal or be signed by an officer or attorney or other person duly authorised to sign the same. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
6. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. Please note the "vote withheld" option is provided to enable you to abstain on any particular resolution. However, 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.
7. If the Proxy Form is returned without an indication as to how the proxy must vote on a particular matter or if you select the "Discretionary" option, or, if further matters are raised at the meeting, the proxy will exercise his discretion as to whether, and if so how, he votes.
8. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, 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 11.30 a.m. on 5 February 2016 (or, in the event of any adjournment, 11.30 a.m. on the date which is 48 hours before the time of adjourned meeting discounting any day that is not a working day). 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 meeting.
9. To be effective, the Proxy Form and any authority under which it is executed (or a notarially certified copy of such authority) must be deposited with Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU no later than 11.30 a.m. on 5 February 2016 (being not less than 48 hours before the time for holding the meeting discounting any day that is not a working day). Completion and return of the Proxy Form will not preclude members from attending and voting in person at the meeting.
10. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.