

RWS HOLDINGS plc (the "Company")

Company Number 3002645

PROXY FORM

ANNUAL GENERAL MEETING

At 11.00 a.m. on 11 February 2008

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

I/We
(in BLOCK LETTERS please)

of

being a member/members of the above named Company hereby appoint

.....

of

or failing him the Chairman of the meeting 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, 90 High Holborn, London WC1V 6XX on 11 February 2008 at 11a.m. and at any adjournment thereof.

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	Report and accounts.				
2	Directors' remuneration report.				
3	To declare the final dividend.				
4	To reappoint Mr John Ivey.				
5	To reappoint Mr Peter Mountford.				
6	Reappointment and remuneration of auditors.				
7	To disapply statutory pre-emption rights				

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting in respect of the resolutions specified and also on any other business (including amendments to resolutions) which may properly come before the meeting.

Signed Dated

Please return this form to the company's Registrars whose address appears overleaf to arrive no later than 48 hours before the fixed time for the Annual General Meeting.

NOTES:

- A member entitled to attend and vote at the meeting is also entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. The proxy need not be a member of the Company. A proxy of a member's own choice may be appointed by inserting the proxy's name on this proxy form in the space provided.
- If you appoint more than one proxy, each proxy must be appointed in respect of a specified number of shares 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 enclosed 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.
- 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.
- If the proxy form is returned without an indication as to how the proxy must vote on a particular matter, or, if further matters are raised at the meeting, the proxy will exercise his discretion as to whether, and if so how, he votes.
- 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 at Capita Registrars (Proxies), The Registry, P O Box 25, Beckenham, Kent BR3 4BR not less than 48 hours before the time for holding the meeting. Completion and return of the proxy form will preclude shareholders from attending and voting in person at the meeting.