

RWS HOLDINGS plc (the "Company")

Company Number 3002645

PROXY FORM

ANNUAL GENERAL MEETING

At 11.00 a.m. on 12 February 2009

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 12 February 2009 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 Andrew Brode.				
5	Reappointment and remuneration of auditors.				
6	Grant authority to allot shares.				
7	To disapply statutory pre-emption rights.				
8	Conflicts of interest - amendment to articles				

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.

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 the Notes below.

NOTES:

- 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.
- 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, and whether, by ticking the box provided, the proxy instruction is one of multiple instructions being given.
- 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.
- 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.
- 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 6pm 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 meeting.
- 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, 34 Beckenham Road Beckenham, Kent BR3 4TU not less than 48 hours before the time for holding the meeting. Completion and return of the Proxy Form will not preclude members from attending and voting in person at the meeting.

SECOND FOLD

BUSINESS REPLY SERVICE  
Licence No MB 122



**Capita Registrars (Proxies)**  
**The Registry**  
**PO Box 25**  
**Beckenham**  
**Kent**  
**BR3 4BR**

THIRD FOLD

FIRST FOLD